

COMTECH TELECOMMUNICATIONS CORP /DE/
 Form 4
 August 16, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
PAUL ROBERT G

(Last) (First) (Middle)

20 VIA TIBERIUS WAY

(Street)

HENDERSON, NV 89011

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**COMTECH
 TELECOMMUNICATIONS CORP
 /DE/ [CMTL]**

3. Date of Earliest Transaction
 (Month/Day/Year)

08/09/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock Par Value \$0.10 Per Share ⁽¹⁾ ₍₂₎	08/09/2016 ⁽⁵⁾		A		8,869	A	\$ 0
					11,948	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price or Value of Derivative Security (Instr. 5)
Restricted Stock Units	(3)	08/09/2016 ⁽⁵⁾		A	256	(4) (4)	Common stock par value \$.10 per share	256 \$ 0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PAUL ROBERT G 20 VIA TIBERIUS WAY HENDERSON, NV 89011		X		

Signatures

Robert G. Paul 08/16/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Restricted stock awards were granted under the Company's 2000 Stock Incentive Plan, and represent the right to receive one share of common stock of Comtech Telecommunications Corp. upon vesting.

Generally, the restricted stock awards will vest in installments over a three year period, at a rate of 25% on the first and second

(2) anniversaries of grant and 50% on the third anniversary of grant, assuming continued service as a director. Shares of common stock corresponding to vested awards will be delivered to the reporting person within 30 days of vesting.

(3) Restricted stock units were granted under the Company's 2000 Stock Incentive Plan, and represent the right to receive one share of common stock of Comtech Telecommunications Corp. upon vesting of the unit.

Generally, the restricted stock units will vest in installments over a three year period, at a rate of 25% on the first and second

(4) anniversaries of grant and 50% on the third anniversary of grant, assuming continued service as a director. Shares of common stock corresponding to vested units will be delivered to the reporting person within 30 days of termination of directorship.

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(5) This form was originally submitted on August 11, 2016 and due to technical reasons was not accepted until August 16, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.