

PORCELAIN MICHAEL
Form 4
August 02, 2017

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 *
PORCELAIN MICHAEL

(Last) (First) (Middle)

68 SOUTH SERVICE ROAD,
SUITE 230

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COMTECH
TELECOMMUNICATIONS CORP
/DE/ [CMTL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/31/2017

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)
Sr. Vice President & CFO

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 (A) or (D) Price		
Common stock par value \$.10 per share	07/31/2017		M		869 A <u>(1)</u> 85,533	D	
Common stock par value \$.10 per share	07/31/2017		F		869 D \$ 18 84,664	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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Share Unit	(2)	07/31/2017		A	(2) 24,166	(2)	(2)	Common stock par value \$.10 per share	24,166
Share Unit	(1)	07/31/2017		M	869	(2)	(2)	Common stock par value \$.10 per share	869

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

PORCELAIN MICHAEL
68 SOUTH SERVICE ROAD, SUITE 230
MELVILLE, NY 11747

Sr. Vice President & CFO

Signatures

Michael D.
Porcelain 08/02/2017

**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) These transactions represent the net settlement of share units (see footnote #2) to withhold the reporting person's Federal Insurance Contributions Act ("FICA") tax and certain federal and state income taxes.

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Share units are rights to convert solely into Comtech Telecommunications Corp. common stock on a one-for-one basis. The share units were issued in lieu of cash settlements based on the achievement of pre-established non-equity incentive goals for the fiscal year ending

- (2) July 31, 2017, pursuant to the 2000 Stock Incentive Plan. These share units are fully vested, are subject to certain transfer restrictions, cannot be assigned, and will be converted into Comtech Telecommunications Corp. common stock following the one-year anniversary of the grant date which will occur on July 31, 2018.

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

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