

CalAmp Corp.

Form 4

November 22, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
VITELLE RICHARD K

(Last) (First) (Middle)

**C/O CALAMP CORP., 1401 N.
RICE AVENUE**

(Street)

OXNARD, CA 93030

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CalAmp Corp. [CAMP]

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

11/18/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive VP & CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| Common Stock | 11/18/2016 | | <u>S</u> ⁽¹⁾ | 15,000 D \$ 15 | 284,810 | D | |
| Common Stock | 11/18/2016 | | <u>M</u> ⁽²⁾ | 6,180 A \$ 4.28 | 290,990 | D | |
| Common Stock | 11/18/2016 | | <u>S</u> ⁽²⁾ | 6,180 D \$ 15 | 284,810 | D | |
| Common Stock | 11/22/2016 | | <u>M</u> ⁽²⁾ | 6,180 A \$ 4.28 | 290,990 | D | |
| Common Stock | 11/22/2016 | | <u>S</u> ⁽²⁾ | 6,180 D \$ 15.11 | 284,810 | D | |

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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. Amount or Number of Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Stock Option | \$ 4.28 | 11/18/2016 | | M ⁽²⁾ | 6,180 | 08/01/2011 08/01/2017 | Common Stock | 6,180 |
| Stock Option | \$ 4.28 | 11/22/2016 | | M ⁽²⁾ | 6,180 | 08/01/2011 08/01/2017 | Common Stock | 6,180 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| VITELLE RICHARD K C/O CALAMP CORP. 1401 N. RICE AVENUE OXNARD, CA 93030 | Executive VP & CFO |

Signatures

Richard Vitelle 11/22/2016

**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) The sale of stock was made pursuant to a 10b5-1 trading plan adopted on May 11, 2016.

(2) The option exercise and concurrent open market sale of stock were made pursuant to a 10b5-1 trading plan adopted on May 11, 2016.

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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