

COMTECH TELECOMMUNICATIONS CORP /DE/
 Form 4
 January 28, 2015

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 *
 Sloane Stanton D

(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)

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)
 President and CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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SEC 1474
 (9-02)

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

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| 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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option Right to Buy <u>(1)</u> | \$ 33.76 | 01/26/2015 | | A | | 25,000 | | 01/26/2016 | 01/26/2025 | Common stock par value \$.10 per share | 25,000 |
| Stock Option Right to Buy <u>(1)</u> | \$ 33.76 | 01/26/2015 | | A | | 25,000 | | 01/26/2017 | 01/26/2025 | Common stock par value \$.10 per share | 25,000 |
| Stock Option Right to Buy <u>(1)</u> | \$ 33.76 | 01/26/2015 | | A | | 25,000 | | 01/26/2018 | 01/26/2025 | Common stock par value \$.10 per share | 25,000 |
| Stock Option Right to Buy <u>(1)</u> | \$ 33.76 | 01/26/2015 | | A | | 25,000 | | 01/26/2019 | 01/26/2025 | Common stock par value \$.10 per share | 25,000 |
| Stock Option Right to Buy <u>(1)</u> | \$ 33.76 | 01/26/2015 | | A | | 25,000 | | 01/26/2020 | 01/26/2025 | Common stock par value \$.10 per share | 25,000 |
| Stock Option Right to Buy <u>(1)</u> | \$ 33.76 | 01/26/2015 | | A | | 5,805 | | 01/26/2016 | 01/26/2025 | Common stock par value \$.10 per share | 5,805 |
| Stock Option Right to Buy <u>(1)</u> | \$ 33.76 | 01/26/2015 | | A | | 5,805 | | 01/26/2017 | 01/26/2025 | Common stock par value \$.10 per share | 5,805 |
| | \$ 33.76 | 01/26/2015 | | A | | 5,805 | | 01/26/2018 | 01/26/2025 | | 5,805 |

| | | | | | | | | | |
|--|------------|------------|---|-------|------------|------------|--|--|-------|
| Stock Option Right to Buy <u>(1)</u> | | | | | | | | Common stock par value \$.10 per share | |
| Stock Option Right to Buy <u>(1)</u> | \$ 33.76 | 01/26/2015 | A | 5,805 | 01/26/2019 | 01/26/2025 | | Common stock par value \$.10 per share | 5,805 |
| Stock Option Right to Buy <u>(1)</u> | \$ 33.76 | 01/26/2015 | A | 5,805 | 01/26/2020 | 01/26/2025 | | Common stock par value \$.10 per share | 5,805 |
| Performance Shares <u>(2)</u> | <u>(3)</u> | 01/26/2015 | A | 1,833 | <u>(4)</u> | <u>(4)</u> | | Common stock par value \$.10 per share | 1,833 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sloane Stanton D 68 SOUTH SERVICE ROAD, SUITE 230 MELVILLE, NY 11747 | X | | President and CEO | |

Signatures

Stanton D.
Sloane

01/28/2015

**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) Option was granted under the Company's 2000 Stock Incentive Plan in consideration of services to be performed by the reporting person after the date of grant.
- (2) Performance Shares are subject to a minimum financial performance criteria for the period beginning January 26, 2015 and ending July 31, 2015.
- (3) Each share represents the contingent right to receive one share of common stock of Comtech Telecommunications Corp.
- (4) In addition to financial performance criteria, Performance Shares are subject to Dr. Sloane's continuous employment with the Company through the date that the Executive Compensation Committee certifies the achievement of fiscal 2017 performance goals (within 75 days after the end of the Company's 2017 fiscal year end).

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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