

CalAmp Corp.
Form 4
July 31, 2014

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 *
Burdiek Michael J

(Last) (First) (Middle)

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)
07/29/2014

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 & 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock ⁽¹⁾	07/29/2014		A		42,900	A	\$ 0 458,638 D
Common Stock	07/29/2014		F ⁽²⁾		9,392	D	\$ 17.47 449,246 D
Common Stock	07/31/2014		F ⁽³⁾		8,348	D	\$ 17.01 440,898 D

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

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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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Options	\$ 17.47	07/29/2014		A	35,500	07/29/2015 ⁽⁴⁾ 07/29/2024	Common Stock 35,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burdiek Michael J CALAMP CORP. 1401 N. RICE AVENUE OXNARD, CA 93030	X		President & CEO	

Signatures

Richard Vitelle,
Attorney-in-fact

07/31/2014

 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) Securities acquired are 42,900 shares of restricted stock that vest 25% annually beginning 7/29/15.
- (2) On 7/29/14, in connection with the vesting of 18,000 shares of restricted stock held by the reporting person, CalAmp withheld 9,392 shares to pay minimum statutory withholding taxes of \$164,078.24.
- (3) On 7/31/14, in connection with the vesting of 16,000 shares of restricted stock held by the reporting person, CalAmp withheld 8,348 shares to pay minimum statutory withholding taxes of \$141,999.48.
- (4) These stock options become exercisable at the rate of 25% annually beginning 7/29/15.

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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