

Burdick Michael J
Form 4
August 01, 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 *
Burdick 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)
07/28/2017

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)
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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	07/28/2017		F(1)	6,822 D \$ 19.32	459,295	D	
Common Stock (2)	07/28/2017		A	48,200 A \$ 0	507,495	D	
Common Stock	07/29/2017		M	3,208 A (3)	510,703	D	
Common Stock	07/29/2017		F(4)	1,673 D \$ 19.32	509,030	D	
Common Stock	07/29/2017		F(5)	5,596 D \$ 19.32	503,434	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 Underlying Security (Instr. 3 and 4)
				Code V (A) (D)		Date Exercisable Expiration Date	Title
Stock Options	\$ 19.32	07/28/2017		A	51,920	07/28/2018 ⁽⁶⁾ 07/28/2027	Common Stock
Stock Options	\$ 19.32	07/28/2017		A	39,200	⁽⁷⁾ 07/28/2027	Common Stock
Performance Stock Units	⁽³⁾	07/29/2017		M	3,208	⁽⁸⁾ ⁽⁸⁾	Common Stock

Reporting Owners

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

Signatures

Arnel Melgarejo,
Attorney-in-fact 08/01/2017

**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) On 7/28/17, in connection with the vesting of 13,075 shares of restricted stock held by the reporting person, CalAmp withheld 6,822 shares to pay minimum withholding taxes of \$131,801.04.

(2) Securities acquired are 48,200 shares of restricted stock that vest 25% annually beginning 7/28/18.

(3) Performance stock units convert into common stock on a one-for-one basis.

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- (4) On 7/29/17, in connection with the vesting of 3,208 shares of Performance Stock Units held by the reporting person, CalAmp withheld 1,673 shares to pay minimum withholding taxes of \$32,322.36.
- (5) On 7/29/17, in connection with the vesting of 10,725 shares of restricted stock held by the reporting person, CalAmp withheld 5,596 shares to pay minimum withholding taxes of \$108,114.72.
- (6) These stock options become exercisable at the rate of 25% annually beginning 7/28/18.
- (7) These stock options vest at the rate of 25% annually beginning 7/28/18 and become exercisable after the stock price has traded at or above 130% of the exercise price for 30 consecutive trading days.
- (8) Performance stock units vested on July 29, 2017.

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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