

COMTECH TELECOMMUNICATIONS CORP /DE/  
Form 4  
October 07, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
**KORNBERG FRED**

(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)  
**10/05/2016**

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)  
**Chairman, CEO & President**

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
|   |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock Par Value \$0.10 Per Share | 10/05/2016                           |  | A                              |   | 17,827<br>(1)   | A  | (2)  |
| Common Stock Par Value \$0.10 Per Share | 10/05/2016                           |  | F                              |   | \$ 6,591  | D  | \$ 12.63                                   |
|   |                                      |  |                                |   | 485,181   | D  |  |
|   |                                      |  |                                |   | 478,590   | D  |  |

Common Stock Par Value 10/05/2016 M 2,156 A (2) 480,746 D  
 \$0.10 Per Share

Common Stock Par Value 10/05/2016 F 798 D \$ 12.63 479,948 D  
 \$0.10 Per Share

Common Stock Par Value 10/05/2016 M 2,487  
(5) A (2) 482,435 D  
 \$0.10 Per Share

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Performance Shares                         | <u>(2)</u>   | 10/05/2016                           |  | M                              | 2,156   | <u>(3)</u> <u>(3)</u>                                    | Common Stock Par Value \$0.10 Per Share                       | 2,156                         |
| Performance Shares                         | <u>(2)</u>   | 10/05/2016                           |  | M                              | 2,487   | <u>(4)</u> <u>(4)</u>                                    | Common Stock Par Value \$0.10 Per Share                       | 2,487                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| KORNBERG FRED<br>68 SOUTH SERVICE ROAD, SUITE 230<br>MELVILLE, NY 11747 | X             |           | Chairman, CEO & President |       |

## Signatures

Fred Kornberg 10/07/2016

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).
- These shares represent common stock of Comtech Telecommunications Corp. issued on October 5, 2016 as a result of the settlement of a
- (1) Long Term Performance Share Award granted on October 2, 2013 in connection with the achievement of pre-established goals over the three-year performance period ended July 31, 2016.
  - (2) Performance shares convert into common stock on a one-for-one basis.
  - (3) 20% of the 10,781 performance shares issued to the reporting person on June 5, 2013 have vested.
  - (4) 20% of the 12,435 performance shares issued to the Reporting Person on June 6, 2012 have vested.
  - (5) Pursuant to the election made by the reporting person, all rights to the common stock have been deferred and will be delivered to the reporting person within 30 days of termination.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.