

COMTECH TELECOMMUNICATIONS CORP /DE/
 Form 4
 January 13, 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 *
 O'Gara Patrick

(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)
 01/13/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 V.P. of Tax and Secretary

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 Par Value \$.10 Per Share	01/13/2015		M		10,400 A \$ 28.84	16,081	D
Common Stock Par Value \$.10 Per Share	01/13/2015		M		7,200 A \$ 27.67	23,281	D
Common Stock Par	01/13/2015		M		2,000 A \$ 29.51	25,281	D

Value \$.10
Per Share

Common
Stock Par
Value \$.10
Per Share

01/13/2015

M

1,115

A

\$
26.08

26,396

D

Common
Stock Par
Value \$.10
Per Share

01/13/2015

F

18,895

D

\$
33.44

7,501

D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option Right to Buy ⁽¹⁾	\$ 28.84	01/13/2015		M	10,400	06/02/2011 06/02/2020	Common Stock Par Value \$.10 Share 10,400
Stock Option Right to Buy ⁽¹⁾	\$ 27.67	01/13/2015		M	7,200	06/02/2012 06/02/2021	Common Stock Par Value \$.10 Share 7,200
Stock Option Right to Buy ⁽¹⁾	\$ 29.51	01/13/2015		M	2,000	06/06/2013 06/06/2022	Common Stock Par Value \$.10 Share 2,000
Stock Option	\$ 26.08	01/13/2015		M	1,115	06/05/2014 06/05/2023	Common Stock Par 1,115

Right to
Buy (1)

Value
\$.10
Share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Gara Patrick 68 SOUTH SERVICE ROAD, SUITE 230 MELVILLE, NY 11747			V.P. of Tax and Secretary	

Signatures

Patrick O'Gara 01/13/2015

 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) Exercise of previously granted stock option

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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