

COMTECH TELECOMMUNICATIONS CORP /DE/
Form 4
June 26, 2008

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 *
ROUSE ROBERT G

(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)
06/24/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Exec. Vice President & COO

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 \$.10 per share | 06/24/2008 | | M | | 18,000 A \$ 3.58 | 29,250 | D |
| Common Stock Par Value \$.10 per share | 06/24/2008 | | M | | 12,000 A \$ 11.67 | 41,250 | D |
| Common Stock Par | 06/24/2008 | | M | | 35,500 A \$ 13.19 | 76,750 | D |

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| | | | | | | | | |
|---|------------|---|--------|---|-------------|---------|--|---|
| Value \$.10 per share | | | | | | | | |
| Common Stock Par Value \$.10 per share | 06/24/2008 | M | 22,500 | A | \$ 35.9 | 99,250 | | D |
| Common Stock Par Value \$.10 per share | 06/24/2008 | M | 12,500 | A | \$ 26.9 | 111,750 | | D |
| Common Stock Par Value \$.10 per share | 06/24/2008 | S | 2,600 | D | \$ 48.75 | 109,150 | | D |
| Common Stock Par Value \$.10 per share | 06/24/2008 | S | 200 | D | \$ 48.77 | 108,950 | | D |
| Common Stock Par Value \$.10 per share | 06/24/2008 | S | 6,100 | D | \$ 48.8 | 102,850 | | D |
| Common Stock Par Value \$.10 per share | 06/24/2008 | S | 800 | D | \$ 48.81 | 102,050 | | D |
| Common Stock Par Value \$.10 per share | 06/24/2008 | S | 300 | D | \$ 48.82 | 101,750 | | D |
| Common Stock Par Value \$.10 per share | 06/24/2008 | S | 5,000 | D | \$ 48.83 | 96,750 | | D |
| Common Stock Par Value \$.10 per share | 06/24/2008 | S | 1,400 | D | \$ 48.85 | 95,350 | | D |
| Common Stock Par Value \$.10 per share | 06/24/2008 | S | 5,700 | D | \$ 48.86 | 89,650 | | D |
| Common Stock Par Value \$.10 | 06/24/2008 | S | 20,495 | D | \$ 48.87 | 69,155 | | D |

per share

| | | | | | | | |
|------------------------------------|------------|---|-------|---|-------------|--------|---|
| Common Stock Par Value \$.10 | 06/24/2008 | S | 2,300 | D | \$ 48.88 | 66,855 | D |
|------------------------------------|------------|---|-------|---|-------------|--------|---|

per share

| | | | | | | | |
|------------------------------------|------------|---|-------|---|-------------|--------|---|
| Common Stock Par Value \$.10 | 06/24/2008 | S | 1,300 | D | \$ 48.89 | 65,555 | D |
|------------------------------------|------------|---|-------|---|-------------|--------|---|

per share

| | | | | | | | |
|------------------------------------|------------|---|-------|---|---------|--------|---|
| Common Stock Par Value \$.10 | 06/24/2008 | S | 4,800 | D | \$ 48.9 | 60,755 | D |
|------------------------------------|------------|---|-------|---|---------|--------|---|

per share

| | | | | | | | |
|------------------------------------|------------|---|-----|---|-------------|--------|---|
| Common Stock Par Value \$.10 | 06/24/2008 | S | 200 | D | \$ 48.91 | 60,555 | D |
|------------------------------------|------------|---|-----|---|-------------|--------|---|

per share

| | | | | | | | |
|------------------------------------|------------|---|-------|---|-------------|--------|---|
| Common Stock Par Value \$.10 | 06/24/2008 | S | 5,000 | D | \$ 48.92 | 55,555 | D |
|------------------------------------|------------|---|-------|---|-------------|--------|---|

per share

| | | | | | | | |
|------------------------------------|------------|---|-----|---|-------------|--------|---|
| Common Stock Par Value \$.10 | 06/24/2008 | S | 800 | D | \$ 48.95 | 54,755 | D |
|------------------------------------|------------|---|-----|---|-------------|--------|---|

per share

| | | | | | | | |
|------------------------------------|------------|---|--------|---|-------|-------|---|
| Common Stock Par Value \$.10 | 06/24/2008 | S | 45,657 | D | \$ 49 | 9,098 | D |
|------------------------------------|------------|---|--------|---|-------|-------|---|

per share

| | | | | | | | |
|------------------------------------|------------|---|-------|---|-------------|-------|---|
| Common Stock Par Value \$.10 | 06/24/2008 | S | 2,800 | D | \$ 49.01 | 6,298 | D |
|------------------------------------|------------|---|-------|---|-------------|-------|---|

per share

| | | | | | | | |
|------------------------------------|------------|---|-----|---|-------------|-------|---|
| Common Stock Par Value \$.10 | 06/24/2008 | S | 898 | D | \$ 49.02 | 5,400 | D |
|------------------------------------|------------|---|-----|---|-------------|-------|---|

per share

| | | | | | | | |
|------------------------------------|------------|---|-----|---|-------------|-------|---|
| Common Stock Par Value \$.10 | 06/24/2008 | S | 100 | D | \$ 49.03 | 5,300 | D |
|------------------------------------|------------|---|-----|---|-------------|-------|---|

per share

| | | | | | | | |
|------------------------------------|------------|---|-----|---|-------------|-------|---|
| Common Stock Par Value \$.10 | 06/24/2008 | S | 500 | D | \$ 49.05 | 4,800 | D |
|------------------------------------|------------|---|-----|---|-------------|-------|---|

per share

| | | | | | | | |
|---|------------|---|-------|---|-------------|-------|------------------|
| Common Stock Par Value \$.10 per share | 06/24/2008 | S | 2,100 | D | \$ 49.09 | 2,700 | D |
| Common Stock Par Value \$.10 per share | 06/24/2008 | S | 2,700 | D | \$ 49.25 | 0 | D ⁽²⁾ |

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.

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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⁾ | \$ 3.58 | 06/24/2008 | | M | 18,000 | 08/06/2003 | 08/06/2012 | Common stock par value \$.10 per share | 18,000 |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 11.67 | 06/24/2008 | | M | 12,000 | 08/04/2004 | 08/04/2013 | Common stock par value \$.10 per share | 12,000 |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 13.19 | 06/24/2008 | | M | 35,500 | 08/02/2005 | 08/02/2014 | Common stock par value \$.10 per share | 35,500 |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 35.9 | 06/24/2008 | | M | 22,500 | 08/02/2006 | 08/02/2010 | Common stock par value \$.10 per | 22,500 |

| | | | | | | | | |
|--|---------|------------|---|--------|------------|------------|--|--------|
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 26.9 | 06/24/2008 | M | 12,500 | 08/01/2007 | 08/01/2011 | share Common stock par value \$.10 per share | 12,500 |
|--|---------|------------|---|--------|------------|------------|--|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ROUSE ROBERT G 68 SOUTH SERVICE ROAD, SUITE 230 MELVILLE, NY 11747 | | | Exec. Vice President & COO | |

Signatures

Robert G. Rouse 06/26/2008
 **Signature of Date
 Reporting Person

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.
- (2) On April 28, 2008, the Company announced that Mr. Rouse will be stepping down as Comtech's Executive Vice President and Chief Operating Officer, effective August 29, 2008.

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