

KORNBERG FRED
Form 4
September 17, 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 *
KORNBERG FRED

2. Issuer Name and Ticker or Trading Symbol
**COMTECH
TELECOMMUNICATIONS CORP
/DE/ [CMTL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

(Last) (First) (Middle)

68 SOUTH SERVICE ROAD,
SUITE 230

3. Date of Earliest Transaction
(Month/Day/Year)
09/15/2008

(Street)

MELVILLE, NY 11747

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Stock Option (Right to Buy) ⁽¹⁾	09/15/2008		M		3,568 A \$ 3.58	135,942	D
Stock Option (Right to Buy) ⁽¹⁾	09/15/2008		M		54,432 A \$ 11.67	190,374	D
Stock Option	09/15/2008		M		63,000 A \$ 13.19	253,374	D

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(Right to Buy) ⁽¹⁾

Stock

Option (Right to Buy) ⁽¹⁾ 09/15/2008 M 30,000 A \$ 26.9 283,374 D

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	09/15/2008		M	3,568	08/06/2003 08/06/2012	Common stock par value \$.10 per share 3,568
Stock Option (Right to Buy) ⁽¹⁾	\$ 11.67	09/15/2008		M	54,432	08/04/2004 08/04/2013	Common stock par value \$.10 per share 54,432
Stock Option (Right to Buy) ⁽¹⁾	\$ 13.19	09/15/2008		M	63,000	08/02/2005 08/02/2014	Common stock par value \$.10 per share 63,000
Stock Option (Right to Buy) ⁽¹⁾	\$ 26.9	09/15/2008		M	30,000	08/01/2007 08/01/2011	Common stock par value \$.10 per share 30,000

Reporting Owners

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

Signatures

Fred Kornberg 09/17/2008

__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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