Stallone Nancy
Form 4
June 08, 2012

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stallone Nancy

(Last) (First) (Middle)

COMTECH TELECOMMUNICATIONS CORP., 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)
06/06/2012

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)
Vice President of Finance

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares (1)	(2)	06/06/2012		A		1,082		(3)	(3)	Common Stock Par Value $.10 per share	1,082
Stock Option Right to Buy (4)	$ 29.51	06/06/2012		A		870		06/06/2013	06/06/2022	Common Stock Par Value $.10 per share	870
Stock Option Right to Buy (4)	$ 29.51	06/06/2012		A		870		06/06/2014	06/06/2022	Common Stock Par Value $.10 per share	870
Stock Option Right to Buy (4)	$ 29.51	06/06/2012		A		870		06/06/2015	06/06/2022	Common Stock Par Value $.10 per share	870
Stock Option Right to Buy (4)	$ 29.51	06/06/2012		A		870		06/06/2016	06/06/2022	Common Stock Par Value $.10 per share	870
Stock Option Right to Buy (4)	$ 29.51	06/06/2012		A		870		06/06/2017	06/06/2022	Common Stock Par Value $.10 per share	870

Reporting Owners

Reporting Owner Name / Address	Relationships

Director	10% Owner	Officer	Other

Stallone Nancy
COMTECH TELECOMMUNICATIONS CORP.
68 SOUTH SERVICE ROAD, SUITE 230
MELVILLE, NY 11747

Vice President of Finance

Signatures

Nancy Stallone	06/08/2012
**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) Performance shares are subject to a minimum financial performance criteria for the fiscal year ending July 31, 2013.

(2) Each share represents the contingent right to receive one share of common stock of Comtech Telecommunications Corp.

(3) Generally, the performance shares will vest 20% on the date that the Executive Compensation Committee of the Board of Directors of the Company determines that the performance criteria have been met and the remaining 80% will vest 20% per year on the first through fourth anniversaries of that determination date, assuming continued service through the vesting date. Shares of common stock will be distributed as applicable on each vesting date, unless the reporting person makes an election to receive the shares at a later date.

(4) Option was granted under the Company's 2000 Stock Incentive Plan in consideration of services to be performed by the reporting person after the date of grant.

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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