

ROUSE ROBERT G
Form 4
February 10, 2011

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

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)
Senior Vice President

(Last) (First) (Middle)
68 SOUTH SERVICE ROAD,
SUITE 230

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2011

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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)

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| 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 (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. D S (I | |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option Right to Buy ⁽¹⁾ | \$ 28.05 | 02/09/2011 | | A | 5,000 | 02/09/2012 | 02/09/2021 | Common stock par value \$.10 per share | 5,000 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 28.05 | 02/09/2011 | | A | 5,000 | 02/09/2013 | 02/09/2021 | Common stock par value \$.10 per share | 5,000 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 28.05 | 02/09/2011 | | A | 5,000 | 02/09/2014 | 02/09/2021 | Common stock par value \$.10 per share | 5,000 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 28.05 | 02/09/2011 | | A | 5,000 | 02/09/2015 | 02/09/2021 | Common stock par value \$.10 per share | 5,000 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 28.05 | 02/09/2011 | | A | 5,000 | 02/09/2016 | 02/09/2021 | Common stock par value \$.10 per share | 5,000 |

Reporting Owners

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

Signatures

Robert G. Rouse

02/10/2011

**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) Option was granted under the Company's 2000 Stock Incentive Plan

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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