

Wood Daniel Scott  
 Form 4  
 October 21, 2011

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Wood Daniel Scott

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  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Sr. Vice President

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/13/2011

68 SOUTH SERVICE ROAD,  
 SUITE 230

(Street)

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

MELVILLE, NY 11747

(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 Indirect Ownership (Instr. 4) |
|----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                        |                                      |                                                    | Code                           | V                                                                 | Amount or Price                                                                               |                                                          |                                            |
| Common Stock Par Value \$.10 Per Share | 10/13/2011                           |                                                    | M                              |                                                                   | 28,000 A \$ 26.9                                                                              | 41,500                                                   | D                                          |
| Common Stock Par Value \$.10 Per Share | 10/13/2011                           |                                                    | M                              |                                                                   | 10,000 A \$ 29.61                                                                             | 51,500                                                   | D                                          |
| Common Stock Par                       | 10/13/2011                           |                                                    | M                              |                                                                   | 4,000 A \$ 28.84                                                                              | 55,500                                                   | D                                          |

Edgar Filing: Wood Daniel Scott - Form 4

Value \$.10  
Per Share

Common  
Stock Par  
Value \$.10  
Per Share

10/13/2011

S<sup>(1)</sup>

42,000 D

\$  
31.72

13,500

D

Common  
Stock Par  
Value \$.10  
Per Share

10/14/2011

M

5,500 A

\$  
24.25

19,000

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.**

SEC 1474  
(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 <sup>(2)</sup>   | \$ 26.9                                                | 10/13/2011                           |                                                    | M                              | 28,000                                                                                  | 08/01/2007 08/01/2014                                    | Common Stock par value \$ .10 per share                       | 28,000 |                            |
| Stock Option Right to Buy <sup>(2)</sup>   | \$ 29.61                                               | 10/13/2011                           |                                                    | M                              | 10,000                                                                                  | 06/02/2010 06/02/2014                                    | Common Stock par value \$ .10 per share                       | 10,000 |                            |
| Stock Option Right to Buy <sup>(2)</sup>   | \$ 28.84                                               | 10/13/2011                           |                                                    | M                              | 4,000                                                                                   | 06/02/2011 06/02/2020                                    | Common Stock par value \$ .10 per share                       | 4,000  |                            |
| Stock Option                               | \$ 24.25                                               | 10/14/2011                           |                                                    | M                              | 5,500                                                                                   | 03/08/2006 03/08/2015                                    | Common Stock par                                              | 5,500  |                            |

Right to  
Buy <sup>(2)</sup>

value  
\$.10 per  
share

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |                    |       |
|-----------------------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                                             | Director      | 10% Owner | Officer            | Other |
| Wood Daniel Scott<br>68 SOUTH SERVICE ROAD, SUITE 230<br>MELVILLE, NY 11747 |               |           | Sr. Vice President |       |

## Signatures

Daniel Scott  
Wood

10/21/2011

    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).

- Daniel Wood was Senior Vice President of Comtech Telecommunications Corp. and President of Comtech Mobile Datacom Corporation, and has departed from Comtech. The price reported in Column 4 is a weighted average price. These shares were sold in multiple
- (1) transactions ranging from \$31.60 to \$31.80, inclusive. The reporting person undertakes to provide to Comtech Telecommunications Corp., any security holder of Comtech Telecommunications Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (2) Exercise of a 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.