

COMTECH TELECOMMUNICATIONS CORP /DE/

Form 4

January 05, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KONOPELKO LARRY

(Last) (First) (Middle)

**COMTECH
TELECOMMUNICATIONS
CORP., 68 S. 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)
01/03/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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
Common Stock Par Value \$.10 per share	01/03/2007		S		1,000	D	\$ 39.451 8,104.5
Common Stock Par Value \$.10 per share	01/03/2007		S		1,000	D	\$ 39.387 7,104.5

Common Stock Par Value \$.10 per share	01/03/2007	S	1,000	D	\$ 39.357	6,104.5	D
Common Stock Par Value \$.10 per share	01/03/2007	S	1,000	D	\$ 39.216	5,104.5	D
Common Stock Par Value \$.10 per share	01/03/2007	S	1,000	D	\$ 39.04	4,104.5	D
Common Stock Par Value \$.10 per share	01/03/2007	S	800	D	\$ 39.0063	3,304.5	D
Common Stock Par Value \$.10 per share	01/04/2007	M	5,800	A	\$ 5.89	9,104.5	D
Common Stock Par Value \$.10 per share	01/04/2007	S	900	D	\$ 38.63	8,204.5	D
Common Stock Par Value \$.10 per share	01/04/2007	S	332	D	\$ 38.61	7,872.5	D
Common Stock Par Value \$.10 per share	01/04/2007	S	200	D	\$ 38.6	7,672.5	D
Common Stock Par Value \$.10 per share	01/04/2007	S	500	D	\$ 38.59	7,172.5	D
Common Stock Par Value \$.10 per share	01/04/2007	S	100	D	\$ 38.55	7,072.5	D
Common Stock Par Value \$.10 per share	01/04/2007	S	300	D	\$ 38.58	6,772.5	D
	01/04/2007	S	100	D	\$ 38.54	6,672.5	D

Common
Stock Par
Value \$.10
per share

Common Stock Par Value \$.10 per share	01/04/2007	S	100	D	\$ 38.53	6,572.5	D
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Common Stock Par Value \$.10 per share	01/04/2007	S	4,945	D	\$ 38.5	1,627.5	D
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Common Stock Par Value \$.10 per share	01/04/2007	S	23	D	\$ 38.51	1,604.5	D
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Common Stock Par Value \$.10 per share	01/04/2007	S	200	D	\$ 38.55	1,404.5	D
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Common Stock Par Value \$.10 per share	01/05/2007	M	7,700	A	\$ 5.89	9,104.5	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)	8. Amount or Number of Shares
	\$ 5.89	01/04/2007		M	5,800	07/09/2006 07/09/2011		5,800

Stock Option (Right to Buy) ⁽¹⁾								Common Stock Par Value \$.10 per share
Stock Option (Right to Buy) ⁽¹⁾	\$ 5.89	01/05/2007	M	7,700	07/09/2006	07/09/2011		Common Stock Par Value \$.10 per share
								7,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KONOPELKO LARRY COMTECH TELECOMMUNICATIONS CORP. 68 S. SERVICE ROAD, SUITE 230 MELVILLE, NY 11747			Senior Vice President	

Signatures

Larry M.
Konopelko 01/05/2007

**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.

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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