

COMTECH TELECOMMUNICATIONS CORP /DE/
 Form 4
 June 14, 2005

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 *
GOLDBERG RICHARD L

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/10/2005

105 BAYLIS ROAD
 (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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock Par Value \$0.10 per share	06/10/2005		M		3,375 A \$ 1.85	23,625 ⁽²⁾	D
Common Stock Par Value \$0.10 per share	06/10/2005		M		3,375 A \$ 5.05	27,000 ⁽²⁾	D
	06/10/2005		M		3,375 A	30,375 ⁽²⁾	D

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Common Stock Par Value \$0.10 per share					\$ 6.05		
Common Stock Par Value \$0.10 per share	06/10/2005	M	4,500	A	\$ 6.67	34,875 ⁽²⁾	D
Common Stock Par Value \$0.10 per share	06/10/2005	M	7,875	A	\$ 6.67	42,750 ⁽²⁾	D
Common Stock Par Value \$0.10 per share	06/10/2005	M	3,375	A	\$ 5.85	46,125 ⁽²⁾	D
Common Stock Par Value \$0.10 per share	06/10/2005	M	11,250	A	\$ 3.78	57,375 ⁽²⁾	D
Common Stock Par Value \$0.10 per share	06/10/2005	S	37,125	D	\$ 36	20,250 ⁽²⁾	D
Common Stock Par Value \$0.10 per share	06/10/2005	S	17,250	D	\$ 36	3,000 ⁽²⁾	D

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Right to Buy ⁽¹⁾	\$ 1.85	06/10/2005	M	3,375					08/01/1999	08/01/2008	Common stock par value \$.10 per share	3,375
Stock Option Right to Buy ⁽¹⁾	\$ 5.05	06/10/2005	M	3,375					08/01/2000	08/01/2009	Common stock par value \$.10 per share	3,375
Stock Option Right to Buy ⁽¹⁾	\$ 6.05	06/10/2005	M	3,375					08/01/2001	08/01/2010	Common stock par value \$.10 per share	3,375
Stock Option Right to Buy ⁽¹⁾	\$ 6.67	06/10/2005	M	4,500					11/06/2001	11/06/2010	Common stock par value \$.10 per share	4,500
Stock Option Right to Buy ⁽¹⁾	\$ 6.67	06/10/2005	M	7,875					08/01/2002	08/01/2011	Common stock par value \$.10 per share	7,875
Stock Option Right to Buy ⁽¹⁾	\$ 5.85	06/10/2005	M	3,375					11/01/2002	11/01/2011	Common stock par value \$.10 per share	3,375
Stock Option Right to Buy ⁽¹⁾	\$ 3.78	06/10/2005	M	11,250					08/01/2003	08/01/2012	Common stock par value \$.10 per share	11,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDBERG RICHARD L 105 BAYLIS ROAD MELVILLE, NY 11747		X		

Signatures

Richard
Goldberg

06/10/2005

__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
 - (2) Balance reflects 3-for-2 stock split in April 2005

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