

ROUSE ROBERT G
Form 4
August 27, 2008

FORM 4

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

OMB APPROVAL

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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

(Last) (First) (Middle)

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)
08/26/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
 Officer (give title below) _____ Other (specify below)
Exec. Vice President & COO

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) | (A) or (D) | 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 | Price | | |
| Common Stock Par Value \$.10 per share | 08/26/2008 | | M | | 12,000 | A \$ 11.67 | 12,000 | D |
| Common Stock Par Value \$.10 per share | 08/26/2008 | | M | | 12,000 | A \$ 13.19 | 24,000 | D |
| Common Stock Par | 08/26/2008 | | M | | 22,500 | A \$ 35.9 | 46,500 | D |

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Value \$.10
per share

Common
Stock Par
Value \$.10
per share

08/26/2008

M

12,500

A

\$ 26.9 59,000

D

Common
Stock Par
Value \$.10
per share

08/26/2008

M

6,250

A

\$
42.47 65,250

D ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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) ⁽¹⁾ | \$ 11.67 | 08/26/2008 | | M | 12,000 | 08/04/2004 08/04/2013 | Common stock par value \$.10 per share 12,000 |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 13.19 | 08/26/2008 | | M | 12,000 | 08/02/2005 08/02/2014 | Common stock par value \$.10 per share 12,000 |
| Stock Option (Right to Buy) ⁽¹⁾ | \$ 35.9 | 08/26/2008 | | M | 22,500 | 08/02/2006 08/02/2010 | Common stock par value \$.10 per share 22,500 |
| Stock Option | \$ 26.9 | 08/26/2008 | | M | 12,500 | 08/01/2007 08/01/2011 | Common stock par 12,500 |

| | | | | | | | | | |
|----------------------------------------|----------|------------|---|-------|------------|------------|-------------------------------------------|-----------------------------|--|
| (Right to Buy) <u>(1)</u> | | | | | | | | value \$.10 per share | |
| Stock Option (Right to Buy) <u>(1)</u> | \$ 42.47 | 08/26/2008 | M | 6,250 | 08/07/2008 | 08/07/2012 | Common stock par value \$.10 per share | 6,250 | |

Reporting Owners

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

Signatures

Robert G. Rouse 08/27/2008
 **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.
- (2) On April 28, 2008, the Company announced that Mr. Rouse will be stepping down as Comtech's Executive Vice President and Chief Operating Officer, effective August 29, 2008.

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.