

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 *
PORCELAIN MICHAEL

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)
VP of Finance & Internal Audit

(Last) (First) (Middle)
105 BAYLIS ROAD
(Street)

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

MELVILLE, NY 11747
(City) (State) (Zip)

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

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 or Price	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)
Common Stock Par Value \$0.10 per share	06/10/2005		M	33,750	A	\$ 5.73	34,908 ⁽²⁾	D	
Common Stock Par Value \$0.10 per share	06/10/2005		M	4,500	A	\$ 11.67	39,408 ⁽²⁾	D	
	06/10/2005		S	38,250	D	\$ 36	1,158 ⁽²⁾	D	

Common
Stock Par
Value
\$0.10 per
share

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 (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⁾	\$ 5.73	06/10/2005		M	33,750	03/14/2003 03/14/2012	Common stock par value \$0.10 per share 33,750
Stock Option Right to Buy ⁽¹⁾	\$ 11.67	06/10/2005		M	4,500	08/04/2004 08/04/2013	Common stock par value \$0.10 per share 4,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PORCELAIN MICHAEL 105 BAYLIS ROAD MELVILLE, NY 11747			VP of Finance & Internal Audit	

Signatures

Michael D.
Porcelain

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

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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