

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 *
MCCOLLUM ROBERT L

(Last) (First) (Middle)

105 BAYLIS ROAD

(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)
 06/10/2005

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)
 Sr. 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 | Price | |
| Common Stock Par Value \$0.10 per share | 06/10/2005 | | M | | 45,000 | A \$ 5.06 164,625 ⁽²⁾ | D |
| Common Stock Par Value \$0.10 per share | 06/10/2005 | | M | | 6,750 | A \$ 6.33 171,375 ⁽²⁾ | D |
| | 06/10/2005 | | M | | 9,000 | A \$ 3.58 180,375 ⁽²⁾ | D |

Common
Stock Par
Value
\$0.10 per
share

Common
Stock Par
Value
\$0.10 per
share

Common
Stock Par
Value
\$0.10 per
share

06/10/2005 M 11,250 A \$ 11.67 191,625 ⁽²⁾ D

06/10/2005 S 139,500 D \$ 36 52,125 ⁽²⁾ D

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⁾ | \$ 5.06 | 06/10/2005 | | M | 45,000 | 12/12/2001 12/12/2010 | Common stock par value \$0.10 per share 45,000 |
| Stock Option Right to Buy ⁽¹⁾ | \$ 6.33 | 06/10/2005 | | M | 6,750 | 08/07/2002 08/07/2011 | Common stock par value \$0.10 per share 6,750 |
| Stock Option | \$ 3.58 | 06/10/2005 | | M | 9,000 | 08/06/2003 08/06/2012 | Common stock par 9,000 |

| | | | | | | | | | |
|--------------------------------------|----------|------------|--|---|--------|------------|------------|---|--------|
| Right to Buy <u>(1)</u> | | | | | | | | value \$.10 per share | |
| Stock Option Right to Buy <u>(1)</u> | \$ 11.67 | 06/10/2005 | | M | 11,250 | 08/04/2004 | 12/12/2013 | Common stock par value \$.10 per share | 11,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCOLLUM ROBERT L 105 BAYLIS ROAD MELVILLE, NY 11747 | | | Sr. Vice President | |

Signatures

Robert L.
McCollum
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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