

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 *
KORNBERG FRED

(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)
 Chairman, CEO & 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock par value \$.10 per share	06/10/2005		M		67,500 A \$ 3.33	888,375 (2)	D
Common Stock par value \$.10 per share	06/10/2005		M		36,000 A \$ 6.67	924,375 (2)	D
Common Stock par value \$.10	06/10/2005		M		90,000 A \$ 5.06	1,014,375 (2)	D

per share

Common
Stock par
value \$.10
per share
06/10/2005 M 40,500 A \$ 6.33 1,054,875 ⁽²⁾ D

Common
Stock par
value \$.10
per share
06/10/2005 M 63,000 A \$ 3.58 1,117,875 ⁽²⁾ D

Common
Stock par
value \$.10
per share
06/10/2005 M 31,500 A \$ 11.67 1,149,375 ⁽²⁾ D

Common
Stock par
value \$.10
per share
06/10/2005 S 801,000 D \$ 36 348,375 ⁽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 (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⁾	\$ 3.33	06/10/2005		M	67,500	06/29/2000 06/29/2009	Common Stock Par Value \$0.10 per share 67,500
Stock Option Right to Buy ⁽¹⁾	\$ 6.67	06/10/2005		M	36,000	10/19/2001 10/19/2010	Common Stock Par Value \$0.10 per share 36,000

Stock Option Right to Buy ⁽¹⁾	Exercise Price	Grant Date	Expiration Date	Quantity	Exercise Period	Common Stock Par Value	Common Stock Par Value
Stock Option Right to Buy ⁽¹⁾	\$ 5.06	06/10/2005		90,000	12/12/2001 - 12/12/2010	\$0.10 per share	90,000
Stock Option Right to Buy ⁽¹⁾	\$ 6.33	06/10/2005		40,500	08/07/2002 - 08/07/2011	\$0.10 per share	40,500
Stock Option Right to Buy ⁽¹⁾	\$ 3.58	06/10/2005		63,000	08/06/2003 - 08/06/2012	\$0.10 per share	63,000
Stock Option Right to Buy ⁽¹⁾	\$ 11.67	06/10/2005		31,500	08/04/2004 - 08/04/2013	\$0.10 per share	31,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KORNBERG FRED 105 BAYLIS ROAD MELVILLE, NY 11747	X		Chairman, CEO & President	

Signatures

Fred Kornberg 06/10/2005
 **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) 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. 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.