

Wood Daniel Scott
 Form 4
 October 21, 2011

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 *
 Wood Daniel Scott

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
 Officer (give title below) Sr. Vice President
 ____ 10% Owner
 ____ Other (specify below)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/13/2011

68 SOUTH SERVICE ROAD,
 SUITE 230

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock Par Value \$.10 Per Share	10/13/2011		M		28,000 A \$ 26.9	41,500	D
Common Stock Par Value \$.10 Per Share	10/13/2011		M		10,000 A \$ 29.61	51,500	D
Common Stock Par	10/13/2011		M		4,000 A \$ 28.84	55,500	D

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Value \$.10
Per Share

Common
Stock Par
Value \$.10
Per Share

10/13/2011

S⁽¹⁾

42,000 D

\$
31.72

13,500

D

Common
Stock Par
Value \$.10
Per Share

10/14/2011

M

5,500 A

\$
24.25

19,000

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 ⁽²⁾	\$ 26.9	10/13/2011		M	28,000	08/01/2007 08/01/2014	Common Stock par value \$.10 per share	28,000	
Stock Option Right to Buy ⁽²⁾	\$ 29.61	10/13/2011		M	10,000	06/02/2010 06/02/2014	Common Stock par value \$.10 per share	10,000	
Stock Option Right to Buy ⁽²⁾	\$ 28.84	10/13/2011		M	4,000	06/02/2011 06/02/2020	Common Stock par value \$.10 per share	4,000	
Stock Option	\$ 24.25	10/14/2011		M	5,500	03/08/2006 03/08/2015	Common Stock par	5,500	

Right to
Buy ⁽²⁾

value
\$.10 per
share

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wood Daniel Scott 68 SOUTH SERVICE ROAD, SUITE 230 MELVILLE, NY 11747			Sr. Vice President	

Signatures

Daniel Scott
Wood

10/21/2011

 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).

- Daniel Wood was Senior Vice President of Comtech Telecommunications Corp. and President of Comtech Mobile Datacom Corporation, and has departed from Comtech. The price reported in Column 4 is a weighted average price. These shares were sold in multiple
- (1) transactions ranging from \$31.60 to \$31.80, inclusive. The reporting person undertakes to provide to Comtech Telecommunications Corp., any security holder of Comtech Telecommunications Corp., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.
- (2) Exercise of a previously granted stock option.

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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