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COMMUNICATIONS SYSTEMS INC

Form 4 May 26, 2015

FORM 4

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

OMB APPROVAL OMB

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response...

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Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1(b).

Stock

1. Name and A SAMPSON	ddress of Reporting CURTIS A	Symbol	er Name and Ticker or Trading MUNICATIONS SYSTEMS CS1	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) PO BOX 77	(First) (N	Middle) 3. Date of	of Earliest Transaction Day/Year)	_X_ Director 10% Owner Officer (give title below) Other (specify below)			
HECTOR, M	(Street) MN 55342		endment, Date Original onth/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City)		(Zip) Tab	ole I - Non-Derivative Securities A	Person quired, Disposed of, or Beneficially Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Code Disposed of (D)	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	05/21/2015		M 4,040 A \$ 9.9	582,729 D			
Common Stock				405,000 I By Trust			
Common Stock				26,164 I By Spouse			

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

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number.

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 tiorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and 4
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Units	\$ 9.9	05/21/2015		M		4,040	05/21/2015	05/21/2015	Common Stock
Restricted Stock Units	<u>(1)</u>	05/21/2015		A	2,713		(2)	(2)	Common Stock
Non-Qualified Stock Option	\$ 11.05	05/21/2015		A	18,291		05/21/2016	05/21/2022	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting o where tuning requires	Director	10% Owner	Officer	Other		
SAMPSON CURTIS A PO BOX 777 S MAIN ST HECTOR, MN 55342	X					

Signatures

Suzette McNally, Attorney-in-Fact for Curtis A.
Simpson
05/26/2015

**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) Each Restricted Stock Unit represents a contingent right to receive one share of CSI Common Stock.
- The Restricted Stock Units vest on the earlier of the first anniversary of the date of grant or the 2016 Annual Meeting of Shareholders as (2) long as the director continues to be of service to the Board prior to the vesting date. The Restricted Stock Units have an additional year of restriction and stock will be issued on 5/21/2017.

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.

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