

PORTA SYSTEMS CORP  
Form 5  
March 31, 2005

**FORM 5**

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
ESANU WARREN H

2. Issuer Name and Ticker or Trading Symbol  
PORTA SYSTEMS CORP  
[PYTM.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2004

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O PORTA SYSTEMS CORP, 6851 JERICHO TURNPIKE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

SYOSSET, NY 11791

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock                    |                                      |                                                    |                                | (A) or (D) Price                                                  | 50,000                                                                                     | D                                                        |                                   |

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

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SEC 2270 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|--------|----------------------------------------------------------|-----------------|-------------------------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A)                                                                                     | (D)    | Date Exercisable                                         | Expiration Date |                                                             |                            |
| Stock Option <u>(1)</u>                    | \$ 3.85                                                | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â      | 05/01/1998                                               | 04/30/2008      | Common Stock                                                | 2,000                      |
| Stock Option <u>(1)</u>                    | \$ 1.4188                                              | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â      | 05/01/1997                                               | 04/30/2007      | Common Stock                                                | 15,000                     |
| Stock Option <u>(1)</u>                    | \$ 1.5                                                 | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â      | 05/08/1997                                               | 05/07/2007      | Common Stock                                                | 2,000                      |
| Stock Option <u>(1)</u>                    | \$ 1.725                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â      | 11/01/1999                                               | 05/01/2009      | Common Stock                                                | 5,000                      |
| Stock Option <u>(1)</u>                    | \$ 2.2875                                              | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â      | 11/01/2000                                               | 05/01/2010      | Common Stock                                                | 5,000                      |
| Stock Option <u>(1)</u>                    | \$ 0.32                                                | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â      | 11/01/2001                                               | 05/01/2011      | Common Stock                                                | 5,000                      |
| Stock Option <u>(1)</u>                    | \$ 0.07                                                | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â      | 11/01/2002                                               | 05/01/2012      | Common Stock                                                | 5,000                      |
| Stock Option <u>(1)</u>                    | \$ 0.031                                               | Â                                    | Â                                                  | Â                              | Â                                                                                       | Â      | 11/01/2003                                               | 05/01/2013      | Common Stock                                                | 5,000                      |
| Stock Option <u>(2)</u>                    | \$ 3.25                                                | 02/01/2004                           | Â                                                  | J <sup>(3)</sup>               | Â                                                                                       | 15,000 | 02/02/1998                                               | 02/01/2004      | Common Stock                                                | 15,000                     |
| Stock Option <u>(1)</u>                    | \$ 0.073                                               | 05/01/2004                           | Â                                                  | L                              | 5,000                                                                                   | Â      | 11/01/2004                                               | 05/01/2014      | Common Stock                                                | 5,000                      |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           |         |       |

ESANU WARREN H  
C/O PORTA SYSTEMS CORP  
6851 JERICHO TURNPIKE  
SYOSSET, NY 11791

^ X ^ ^ ^

## Signatures

/s/ Warren H.  
Esanu

03/29/2005

\_\_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) The options are granted pursuant to one of the Company's 16b-3 stock incentive plans, and are exercisable in installments.
- (2) This stock option expired unexercised in accordance with its terms on the transaction date indicated.
- (3) Transaction Code J (other acquisition or disposition): stock options expired unexercised by the terms of the stock option agreement with no value received from the cancellation or expiration.

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