

Edgar Filing: COMMUNICATIONS SYSTEMS INC - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	
Non-Qualified Stock Options	\$ 12.9	04/03/2015	D ⁽¹⁾				05/31/2015 ⁽¹⁾	07/01/2021	Common Stock	
Non-Qualified Stock Options	\$ 11.7	04/03/2015	D ⁽¹⁾				06/04/2015 ⁽¹⁾	06/04/2021	Common Stock	
Restricted Stock Units	\$ 0 ⁽²⁾	04/03/2015	A ⁽¹⁾		1,356		05/31/2015 ⁽¹⁾⁽³⁾	07/01/2021	Common Stock	
Restricted Stock Units	\$ 0 ⁽²⁾	04/03/2015	A ⁽¹⁾		598		06/04/2015 ⁽¹⁾⁽⁴⁾	06/04/2021	Common Stock	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRIMUTH RICHARD A			X	

Signatures

Suzette McNally, Attorney-in-Fact for Richard A. Primuth
 Date: 04/07/2015

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).

- Options and restricted stock units ("RSU") are issued to non-employee directors ("NEDs") under the Issuer's Executive Incentive Compensation Plan ("2011 Plan"). In March 2015, the CSI Board determined the number of shares covered by the 2014 option and RSU awards to CSI NEDs exceeded the 50000 share limit on allowable awards to all NEDs in a calendar year. To reduce the total number of shares to less than 50000, on 4/3/15, the Board, based on authority granted in the 2011 Plan, cancelled a total of 34551 options granted to NEDs in 2014 and issued additional RSUs covering 6282 shares to the NEDs, vesting on the same dates as the original RSUs granted. The dollar value of the new RSUs granted was equivalent to the value of the options cancelled. This cancellation of options and issuance of RSUs will have no material effect on the Company's financial statements. The cancellation of options and issuance of RSUs for Reporting Person are part of the CSI Board's 4/3/15 actions.
- (1) NEDs in 2014 and issued additional RSUs covering 6282 shares to the NEDs, vesting on the same dates as the original RSUs granted. The dollar value of the new RSUs granted was equivalent to the value of the options cancelled. This cancellation of options and issuance of RSUs will have no material effect on the Company's financial statements. The cancellation of options and issuance of RSUs for Reporting Person are part of the CSI Board's 4/3/15 actions.
 - (2) Each Restricted Stock Unit represents a contingent right to receive one share of Communications Systems, Inc. common stock.
 - (3) The Restricted Stock Units vest on May 31, 2015 as long as director continues 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 July 1, 2016.
 - (4) Restricted Stock Units vest on the earlier of the first anniversary of the date of grant or the 2015 Annual Meeting of Shareholders as long as the director continues 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 June 4, 2016.

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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.