

WIRELESS TELECOM GROUP INC
 Form 4
 June 10, 2016

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 *
 Bell Don Carlos III

2. Issuer Name and Ticker or Trading Symbol
 WIRELESS TELECOM GROUP INC [WTT]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 06/08/2016

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

C/O WIRELESS TELECOM GROUP, INC., 25 EASTMANS ROAD

(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

PARSIPPANY, NJ 07054

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	06/08/2016		A		30,000 <u>(1)</u>	A	\$ 0 70,000 D
Common Stock, par value \$0.01 per share					15,000	I	See Footnote <u>(4)</u>
Common Stock, par					15,000	I	See Footnote

value \$0.01 (5)
per share

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)	8. Amount or Number of Shares
Stock Option (2)	\$ 1.33	06/08/2016		A	70,000	(3) 06/08/2026	Common Stock	70,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bell Don Carlos III
C/O WIRELESS TELECOM GROUP, INC. X
25 EASTMANS ROAD
PARSIPPANY, NJ 07054

Signatures

/s/ Robert Censullo,
attorney-in-fact 06/10/2016

**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) On June 8, 2016, the Reporting Person was granted 30,000 shares of restricted common stock, par value \$0.01 per share, of the Company in connection with his service as a director of the Company. These shares will vest on the date of the Company's next annual meeting of shareholders to be held in 2017 (the "Vesting Date"), or upon change of control, provided that the Reporting Person's service as a director of the Company continues through the vesting date.

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- (2) These options were granted to the reporting person in connection with his service as a director of the Company.
- (3) These shares will vest on the Vesting Date, or upon change of control, provided that the Reporting Person's service as a director of the Company continues through such date.
- (4) These shares are owned directly by The 2012 DCB Southwestern Irrevocable Trust, of which reporting person is the beneficial owner.
- (5) These shares are owned directly by The Amsler Young Priddy Irrevocable Trust, of which Reporting Person's spouse is the beneficial owner.

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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