

COMMUNICATIONS SYSTEMS INC

Form 4

March 05, 2008

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 *
SAMPSON CURTIS A

2. Issuer Name and Ticker or Trading Symbol
COMMUNICATIONS SYSTEMS INC [JCS]

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

(Last) (First) (Middle)
PO BOX 777, S MAIN ST
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/05/2008

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

HECTOR, MN 55342
(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Common Stock | 03/05/2008 | 12/31/2007 | A | | 1,181 ⁽²⁾ | D | *ESOP ⁽¹⁾ |
| Common Stock | 03/05/2008 | 12/31/2007 | A | | 1,181 ⁽²⁾ | A | |
| Common Stock | 03/05/2008 | 12/31/2007 | A | | 13,861.21 | A | *ESOP ⁽³⁾ |
| Common Stock | | | | | \$ 11.94 | | |
| | | | | | 26,930.32 | I | |
| | | | | | \$ 11.94 | | |
| | | | | | 1,101,698 | D | |
| | | | | | \$ 11.875 | | |
| | | | | | 40,791.385 | I | |
| | | | | | 16,323 | I | Spouse Ownership |
| | | | | | 624 | I | Sampson Family Fdtn ⁽⁴⁾ |

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------|-------|
| | Director | 10% Owner | Officer | Other |
| SAMPSON CURTIS A PO BOX 777 S MAIN ST HECTOR, MN 55342 | X | | Chairman | |

Signatures

/s/Curtis A. Sampson
03/05/2008
**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) Acquired pursuant to Communications Systems Inc Employee Stock Ownership Plan & Trust
- (2) Minimum Required Distribution for 2007.
- (3) Acquired pursuant to Communications Systems Inc Employee Stock Ownership Plan & Trust 2007 contribution.
- (4) Curtis A. Sampson, Trustee

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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