GENOVA PAUL S Form 4

July 02, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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response...

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obligations

Check this box

may continue.

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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **GENOVA PAUL S**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

WIRELESS TELECOM GROUP INC [WTT]

(Check all applicable)

Chief Executive Officer

(Last) (First) (Middle)

(Street)

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

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

C/O WIRELESS TELECOM **GROUP INC, 25 EASTMANS**

ROAD

4. If Amendment, Date Original

Code

(Instr. 8)

Code V

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

06/28/2012

X Form filed by One Reporting Person Form filed by More than One Reporting

PARISPPANY, NJ 07054

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Acquired (A) 5. Amount of Execution Date, if Transactionr Disposed of (D)

Securities Beneficially

Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 7. Nature of

Indirect Ownership Form: Beneficial Direct (D) Ownership Following or Indirect (Instr. 4)

(A)

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 4)

D

(Instr. 3 and 4) (D) Price Amount

Common Stock, par

Security

(Instr. 3)

06/28/2012 J

(Month/Day/Year)

\$ 23.334 D 26,834 128,623 (1)

\$0.01 per share

value

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. Tit	le of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Deriv	ative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	er Expiration Date		Amou	nt of	Derivative	Deriv
Secur	ity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)		Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
		Derivative				Securities		(Instr. 3 and 4)		Own		
		Security				Acquired	cquired				Follo	
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						
						4, and 5)						
										Amount		
										Amount		
							Date	Expiration		Or		
						Exercisable Date	Title Number	of				
					C-J- V	(A) (D)						
					Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GENOVA PAUL S						
C/O WIRELESS TELECOM GROUP INC	X		Chief Executive Officer			
25 EASTMANS ROAD			Chief Executive Officer			
PARISPPANY, NJ 07054						

Signatures

/s/ Paul S.
Genova

**Signature of Reporting Person

O7/02/2012

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).

On June 28, 2012, the Company repurchased from the Reporting Person 23,334 shares of common stock, par value \$0.01 per share, of the Company at a price of \$1.15 per share. On June 13, 2012, the Reporting Person was granted 50,000 shares of restricted common stock which vested immediately upon issuance. The Company agreed to repurchase the number of shares equal to the amount necessary to settle the tax liability associated with such vested shares.

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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