WIRELESS TELECOM GROUP INC

Form 4 June 14, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

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January 31, 2005

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obligations may continue. See Instruction

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).

Common

Stock, par

\$0.01 per

value

share

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **LUK GLENN** Issuer Symbol WIRELESS TELECOM GROUP (Check all applicable) INC [WTT] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) below) C/O WIRELESS TELECOM 06/12/2013 GROUP, INC., 25 EASTMANS ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting PARSIPANNY, NJ 07054 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 4. Securities Acquired 5. Amount of 2. Transaction Date 2A. Deemed 7. Nature of Indirect Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Ownership (Instr. 3) Code (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) (Instr. 3 and 4) (D) Price Code V Amount Common Stock, par 20,000 value 06/12/2013 A \$0 20,000 D (1) \$0.01 per share

By

 $0^{(2)}$

Ι

Investcorp

Ventures, L.P.

Technology

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date Amou		int of	Derivative	J	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year) (In		Derivative			Securities		(Instr. 5)]
	Derivative				Securities Acquired				3 and 4)		(
	Security]
			(A) or							J	
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
					. (A) (D)	Date Exercisable	Expiration Date	Title	or		
									Number		
				G 1 17					of		
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

LUK GLENN C/O WIRELESS TELECOM GROUP, INC. 25 EASTMANS ROAD PARSIPANNY, NJ 07054



Signatures

/s/ Glenn Luk 06/13/2013

**Signature of 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).
- On June 12, 2013, the Reporting Person was granted 20,000 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 shareholder's to be held in 2014 (the "Vesting Date"), provided that the Reporting Person's service as a director of the Company continues through the Vesting Date.
- Does not include 6,472,667 shares of common stock held of record by Investcorp Technology Ventures, L.P., at which Mr. Luk is an employee and Principal. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

Reporting Owners 2

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