

WIRELESS TELECOM GROUP INC
Form 4
March 28, 2014

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 *
GENOVA PAUL S

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

3. Date of Earliest Transaction (Month/Day/Year)
03/24/2014

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

(Street)
PARISPPANY, NJ 07054

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

(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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
STOCK OPTION	\$ 1.42	04/11/2008 ⁽¹⁾	03/27/2014	A	220,000	03/24/2014 ⁽¹⁾	04/11/2018 ⁽²⁾	COMMON STOCK
STOCK OPTION	\$ 0.7749	11/24/2009 ⁽¹⁾	03/27/2014	A	500,000	03/24/2014 ⁽¹⁾	11/24/2019 ⁽²⁾	COMMON STOCK

Reporting Owners

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

Signatures

/s/ Paul S.
Genova

03/28/2014

**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).

As reported on prior Form 4's, the options were awarded on 4/11/2008 and 11/24/2009. However, the options did not vest and become

- (1) exercisable until March 24, 2014, the date on which the non-executive members of the Board of Directors of Wireless Telecom Group, Inc. (the "Issuer") determined that certain performance milestones had been achieved by the Issuer.
- (2) The options may expire earlier than this date if the Reporting Person ceases to be employed by the Issuer, whether voluntarily, involuntarily or by reason of the Reporting Person's death, as set forth in the Option Agreement.

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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