Edgar Filing: NEMCEK ADRIAN - Form 4

NEMCEK A. Form 4	DRIAN											
August 11, 20	011											
FORM	4 INTE		SECUD	ITIES AT		TT A N		OMMISSION	r	OMB APPROVAL		
Washington, D.C. 20549							OMB Number:	3235-0287				
Check thi if no long subject to Section 10 Form 4 or Form 5	F CHANGES IN BENEFICIAL OWN SECURITIES					Estimate burden h response		•				
obligation may conti <i>See</i> Instru 1(b).	Is Section 17	7(a) of the	Public Ut		ing Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	n			
(Print or Type R	esponses)											
1. Name and Address of Reporting Person <u>*</u> NEMCEK ADRIAN			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. Dat (Mon				ate of Earliest Transaction nth/Day/Year)				X_ Director 10% Owner Officer (give title Other (specify below) below)				
				ndment, Date Original tth/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person _Form filed by More than One Reporting Person 				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	itle of curity2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if		3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Stock, par value \$0.01 per share	06/14/2011			Code V	Amount	(D)	Price (<u>1</u>)	(Instr. 3 and 4) 20,000	D			

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)	4. Transactio Code (Instr. 8)	5. of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
			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		
NEMCEK ADRIAN C/O WIRELESS TELECOM GROUP, INC. 25 EASTMANS ROAD PARSIPPANY, NJ 07054		Х					
Signatures							
/s/ Adrian Nemcek	08/11/2011						
<u>**</u> 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).

The Reporting Person was granted 10,000 shares of restricted common stock, par value \$0.01 per share, of the Company on June 14, 2011 in connection with his service as a director of the Company. All of the shares will vest on the date of the Company's next annual meeting

(1) In connection with his service as a director of the company. An of the shares will vest on the date of the company's next and a meet of shareholder's to be held in 2012 (the "Vesting Date"), provided that the Reporting Person's service as a director of the Company continues through the Vesting Date.

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.