

BARNHILL ROBERT B JR
Form 4
January 20, 2012

FORM 4

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

OMB APPROVAL

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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 *
BARNHILL ROBERT B JR

2. Issuer Name and Ticker or Trading Symbol
TESSCO TECHNOLOGIES INC
[TESS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11126 MCCORMICK ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/26/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, President

HUNT VALLEY, MD 21031
(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/26/2011		M		22,500 A \$ 6.4	1,836,570	D
Common Stock	08/26/2011		F		13,572 D \$ 14.19	1,822,998	D
Common Stock	01/17/2012		M		22,500 A \$ 7.82	1,845,498	D
Common Stock	01/17/2012		F		13,978 D \$ 16.43	1,831,520	D
Common Stock	01/17/2012		M		22,500 A \$ 6.04	1,854,020	D

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Common Stock 01/17/2012 F 12,216 D \$ 16.43 1,841,804 D

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (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)	Amount or Number of Shares
Stock Option	\$ 6.4	08/26/2011		M	22,500	10/31/2005 10/31/2011	Common Stock	22,500
Stock Option	\$ 7.82	01/17/2012		M	22,500	01/30/2006 01/30/2012	Common Stock	22,500
Stock Option	\$ 6.04	01/17/2012		M	22,500	04/30/2006 04/30/2012	Common Stock	22,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNHILL ROBERT B JR 11126 MCCORMICK ROAD HUNT VALLEY, MD 21031	X	X	CEO, President	

Signatures

Robert B. Barnhill, Jr. by David M. Young by Power of Attorney 01/21/2012

__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)

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The number of reported derivative securities includes outstanding options for 112,500 shares of Common Stock as well as outstanding Performance Stock Units (PSUs) covering 37,312 earned, non-vested shares. Of the outstanding PSUs, PSUs covering 9,000 earned, non-vested shares relate to fiscal year 2009 performance and will vest on or about May 1, 2012. PSUs covering 18,750 earned, non-vested shares relate to fiscal year 2010 performance and will vest in equal installments on or about May 1, 2012 and 2013. The remaining PSU's covering 9,562 earned, non-vested shares relate to fiscal year 2011 performance and will vest in equal installments on or about May 1, 2012, 2013, and 2014.

- (2) The number of reported derivative securities includes outstanding options for 90,000 shares of Common Stock as well as outstanding Performance Stock Units (PSUs) covering 37,312 earned, non-vested shares. Of the outstanding PSUs, PSUs covering 9,000 earned, non-vested shares relate to fiscal year 2009 performance and will vest on or about May 1, 2012. PSUs covering 18,750 earned, non-vested shares relate to fiscal year 2010 performance and will vest in equal installments on or about May 1, 2012 and 2013. The remaining PSU's covering 9,562 earned, non-vested shares relate to fiscal year 2011 performance and will vest in equal installments on or about May 1, 2012, 2013, and 2014.

- (3) The number of reported derivative securities includes outstanding options for 67,500 shares of Common Stock as well as outstanding Performance Stock Units (PSUs) covering 37,312 earned, non-vested shares. Of the outstanding PSUs, PSUs covering 9,000 earned, non-vested shares relate to fiscal year 2009 performance and will vest on or about May 1, 2012. PSUs covering 18,750 earned, non-vested shares relate to fiscal year 2010 performance and will vest in equal installments on or about May 1, 2012 and 2013. The remaining PSU's covering 9,562 earned, non-vested shares relate to fiscal year 2011 performance and will vest in equal installments on or about May 1, 2012, 2013, and 2014.

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.