

Dowling Vincent J. Jr
 Form 4
 January 31, 2018

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 *
 Dowling Vincent J. Jr

2. Issuer Name and Ticker or Trading Symbol
 TEL INSTRUMENT
 ELECTRONICS CORP [TIK]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 190 FARMINGTON AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/29/2018

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

FARMINGTON, CT 06032
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/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

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 (A) or (D) Price			
Common Stock, par value \$0.10 per share	01/29/2018		P	900 A \$ 2.75	900	I	As Custodian - See footnote ⁽⁶⁾
Common Stock, par value \$0.10 per share					335,400	I	See footnotes ⁽¹⁾ ⁽²⁾
Common Stock, par value \$0.10 per share					900	I	See footnote 6

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

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(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 (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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		
Series A Convertible Preferred Stock	(3)	11/13/2017		P		333,333		(4)	(4)	Common Stock	400,000
Common Stock Warrant	\$ 3.35							07/26/2012	09/10/2019	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dowling Vincent J. Jr 190 FARMINGTON AVENUE FARMINGTON, CT 06032			X	

Signatures

/s/ Vincent J. Dowling, Jr. 01/31/2018
 **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) These shares of common stock are held by IRA FBO Vincent J. Dowling, Jr. Pershing LLC as Custodian Roth Conversion Account. Mr. Dowling has sole beneficial ownership of such shares.
- (2) 67,500 shares of common stock are held by IRA FBO Vincent J. Dowling, Jr. Pershing LLC as Custodian Roth Conversion Account. Mr. Dowling has sole beneficial ownership of such shares. 67,900 shares are held by Trust Agreement of Dowling 2009 Statutory Trust UAD 12/10/09 People's United Bank TTEE FBO Vincent J. Dowling, Jr. Mr. Dowling has sole beneficial ownership of such shares. 200,000

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shares and warrants are held by Millennium Trust Company, LLC Custodian FBO Vincent J. Dowling, Jr., Roth IRA. Mr. Dowling has sole beneficial ownership of such shares.

- (3) The Designations provide that the Series A Convertible Preferred Stock is convertible into shares of common stock at a price of \$3.00 per share, subject to an initial maximum conversion amount and contingent upon post-closing approval by the Issuer's shareholders in accordance with applicable stock exchange rules. At the Issuer's annual meeting in January 2018, the shareholders will vote to approve (i) an amendment to the Certificate of Incorporation to increase the number of authorized shares of common stock from 4,000,000 shares to 6,000,000 shares and (ii) the increase of the maximum amount of shares of common stock into which the Series A Convertible Preferred Stock can be converted from 600,000 shares to 1,000,000 shares.

- (4) The Series A Convertible Preferred Stock has the rights, privileges, preferences and restrictions set for in the Certificate of Amendment to Certificate of Incorporation filed by the Issuer with the Secretary of State of the State of New Jersey on November 8, 2017 (the "Designations"). Subject to the Designations, the Series A Convertible Preferred Stock is convertible at any time, at the holder's election, and has no expiration date.

- (5) The shares of Series A Convertible Preferred Stock and warrants are held by Millennium Trust Company, LLC Custodian FBO Vincent J. Dowling, Jr., Roth IRA. Mr. Dowling has sole beneficial ownership of such shares.

- (6) 900 shares of common stock are held in Uniform Gift to Minors Act custodial accounts for the benefit of Vincent J. Dowling Jr.'s niece and nephews, in three equal amounts, and for which Mr. Dowling is the Custodian.

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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