Burdiek Michael J Form 4 July 27, 2018

## FORM 4

#### 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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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

| 1. Name and Address of Repo<br>Burdiek Michael J     | rting Person * | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer   |  |  |
|--|----------------|--|--|--|--|
|  |                | CalAmp Corp. [CAMP]                                | (Check all applicable)   |  |  |
| (Last) (First)                                       | (Middle)       | 3. Date of Earliest Transaction                    |  |  |  |
| C/O CALAMP CORP.,, 15635<br>ALTON PARKWAY, SUITE 250 |                | (Month/Day/Year)<br>07/25/2018                     | _X_ Director 10% Owner _X_ Officer (give title Other (specify below)  President & CEO                |  |  |
| (Street)   |                | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check  |  |  |
| IRVINE, CA 92618                                     |                | Filed(Month/Day/Year)                              | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
| (City) (State)                                       | (Zin)          |  |  |  |  |

| (City)                               | (State)                                 | Table   | e I - Non-D                            | erivative S   | Securi | ities Acqu  | ired, Disposed of  | , or Beneficiall  | y Owned   |
|--------------------------------------|---|---|--|---|--------|-------------|--|---|---|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transactio<br>Code<br>(Instr. 8) | Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or |        |             | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Fransaction(s) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
| Common Stock (1)                     | 07/25/2018                              |   | A                                      | 48,400  | A      | \$ 0        | 531,834  | D   |   |
| Common<br>Stock                      | 07/26/2018                              |   | F(2)                                   | 8,651   | D      | \$<br>23.11 | 523,183  | D   |   |

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

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#### Edgar Filing: Burdiek Michael J - Form 4

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisab<br>Expiration Date<br>(Month/Day/Year |                    | 7. Title and A Underlying S (Instr. 3 and 4 | ecurities                          |
|---|---|---|---|--|--|---|--------------------|---|------------------------------------|
|   |   |   |   | Code V                                 | (A) (D)  | Date Exercisable  | Expiration<br>Date | Title                                       | Amount<br>or<br>Number<br>of Share |
| Stock<br>Options                                    | \$ 23.08  | 07/25/2018                              |   | A                                      | 53,200   | 07/25/2019(3)   | 07/25/2028         | Common<br>Stock                             | 53,200                             |
| Stock<br>Options                                    | \$ 23.08  | 07/25/2018                              |   | A                                      | 38,800   | <u>(4)</u>  | 07/25/2028         | Common<br>Stock                             | 38,800                             |

### **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                 |       |  |  |  |
|--|---------------|-----------|-----------------|-------|--|--|--|
|  | Director      | 10% Owner | Officer         | Other |  |  |  |
| Burdiek Michael J<br>C/O CALAMP CORP.,<br>15635 ALTON PARKWAY, SUITE 250<br>IRVINE, CA 92618 | X             |           | President & CEO |       |  |  |  |

## **Signatures**

Arnel Melgarejo, Attorney-in-fact 07/27/2018

\*\*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) Securities acquired are 48,400 shares of restricted stock that vest 25% annually beginning 7/25/2019
- (2) On 7/26/2018, in connection with the vesting of 17,450 shares of restricted stock held by the reporting person, CalAmp withheld 8,651 shares to pay minimum withholding taxes of \$199,924.61.
- (3) These stock options become exercisable at the rate of 25% annually beginning 7/25/2019.
- (4) These stock options vest at the rate of 25% annually beginning 7/25/2019 and become exercisable after the stock price has traded at or above 130% of the exercise price for 30 consecutive trading days.

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.

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