

Sarkissian Garo Sarkis
 Form 4
 August 01, 2017

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 *
 Sarkissian Garo Sarkis

(Last) (First) (Middle)

CALAMP CORP., 1401 N. RICE AVENUE

(Street)

OXNARD, CA 93030

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 CalAmp Corp. [CAMP]

3. Date of Earliest Transaction (Month/Day/Year)
 07/28/2017

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP Business Development

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/28/2017 | | F(1) | 1,061 | D \$ 19.32 | 192,186 | D |
| Common Stock (2) | 07/28/2017 | | A | 10,360 | A \$ 0 | 202,546 | D |
| Common Stock | 07/29/2017 | | M | 674 | A (3) | 203,220 | D |
| Common Stock | 07/29/2017 | | F(4) | 253 | D \$ 19.32 | 202,967 | D |
| Common Stock | 07/29/2017 | | F(5) | 845 | D \$ 19.32 | 202,122 | D |

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Stock Options | \$ 19.32 | 07/28/2017 | | A | | 11,160 | | 07/28/2018 ⁽⁶⁾ | 07/28/2027 | Common Stock |
| Stock Options | \$ 19.32 | 07/28/2017 | | A | | 8,400 | | ⁽⁷⁾ | 07/28/2027 | Common Stock |
| Performance Stock Units | ⁽³⁾ | 07/29/2017 | | M | | 674 | | ⁽⁸⁾ | ⁽⁸⁾ | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sarkissian Garo Sarkis CALAMP CORP. 1401 N. RICE AVENUE OXNARD, CA 93030 | | | SVP Business Development | |

Signatures

Arnel Melgarejo, 08/01/2017
Attorney-in-fact

 **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) On 7/28/17, in connection with the vesting of 2,825 shares of restricted stock held by the reporting person, CalAmp withheld 1,061 shares to pay minimum statutory withholding taxes of \$20,498.52.

(2) Securities acquired are 10,360 shares of restricted stock that vest 25% annually beginning 7/28/18.

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- (3) Performance stock units convert into common stock on a one-for-one basis.
- (4) On 7/29/17, in connection with the vesting of 674 shares of performance stock units held by the reporting person, CalAmp withheld 253 shares to pay minimum statutory withholding taxes of \$4,887.96.
- (5) On 7/29/17, in connection with the vesting of 2,250 shares of restricted stock held by the reporting person, CalAmp withheld 845 shares to pay minimum statutory withholding taxes of \$16,325.40.
- (6) These stock options become exercisable at the rate of 25% annually beginning 7/28/18.
- (7) These stock options vest at the rate of 25% annually beginning 7/28/18 and become exercisable after the stock price has traded at or above 130% of the exercise price for 30 consecutive trading days.
- (8) Performance stock units vested on July 29, 2017.

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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