

CENSULLO ROBERT

Form 3

October 04, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

CENSULLO ROBERT

(Last)

(First)

(Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)

09/24/2010

3. Issuer Name and Ticker or Trading Symbol

WIRELESS TELECOM GROUP INC [WTT]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other (specify below)

Chief Financial Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person

C/O WIRELESS TELECOM GROUP, INC., 25 EASTMANS ROAD

(Street)

PARSIPPANY, NJ 07054

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable

Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title

Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Stock Options <u>(1)</u>	Â <u>(1)</u>	04/25/2012	Common Stock	6,667	\$ 2.88	D	Â
Stock Options <u>(2)</u>	Â <u>(2)</u>	09/14/2016	Common Stock	10,000	\$ 2.28	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CENSULLO ROBERT C/O WIRELESS TELECOM GROUP, INC. 25 EASTMANS ROAD PARSIPPANY,Â NJÂ 07054	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Robert
Censullo

10/04/2010

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The stock options vested in equal annual increments over a three-year period. One-third vested on April 26, 2003, one-third vested on April 26, 2004 and one-third vested on April 26, 2005.

(2) The stock options vested in equal annual increments over a four-year period. One-quarter vested on September 15, 2007, one-quarter vested on September 15, 2008, one-quarter vested on September 15, 2009 and one-quarter vested on September 15, 2010.

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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