

Whelan Timothy
Form 4
November 13, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Whelan Timothy

(Last) (First) (Middle)

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

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
WIRELESS TELECOM GROUP
INC [WTT]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2018

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)
CHIEF EXECUTIVE OFFICER

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) (A) or (D)	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)
COMMON STOCK, PAR VALUE \$0.01 PER SHARE	11/09/2018		P	900	A \$ 1.88	126,273 ⁽¹⁾	D
COMMON STOCK, PAR VALUE	11/09/2018		P	400	A \$ 1.9	126,673	D

\$0.01 PER SHARE COMMON STOCK, PAR VALUE	11/09/2018	P	300	A	\$ 1.905	126,973	D
\$0.01 PER SHARE COMMON STOCK, PAR VALUE	11/09/2018	P	600	A	\$ 1.91	127,573	D
\$0.01 PER SHARE COMMON STOCK, PAR VALUE	11/09/2018	P	100	A	\$ 1.915	127,673	D
\$0.01 PER SHARE COMMON STOCK, PAR VALUE	11/09/2018	P	2,005	A	\$ 1.92	129,678	D
\$0.01 PER SHARE COMMON STOCK, PAR VALUE	11/09/2018	P	400	A	\$ 1.925	130,078	D
\$0.01 PER SHARE COMMON STOCK, PAR VALUE	11/09/2018	P	4,700	A	\$ 1.9261	134,778	D
\$0.01 PER SHARE COMMON STOCK, PAR VALUE	11/09/2018	P	2,300	A	\$ 1.93	137,078	D
COMMON STOCK, PAR	11/09/2018	P	195	A	\$ 1.94	137,273	D

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VALUE
\$0.01 PER
SHARE

COMMON
STOCK,

PAR

VALUE
\$0.01 PER
SHARE

11/09/2018

P

100

A

\$ 1.95

137,373

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

Whelan Timothy
C/O WIRELESS TELECOM GROUP, INC.
25 EASTMANS ROAD
PARSIPPANY, NJ 07054

X

CHIEF
EXECUTIVE
OFFICER

Signatures

/s/ Michael J Kandell,
attorney-in-fact

11/12/2018

__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) Reflects a correction to the opening balance of securities beneficially owned as filed on form 4a on September 15, 2017, which erroneously included vested but unexercised stock options in the amount of 146,562.

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.