

WIRELESS TELECOM GROUP INC
 Form 4
 May 15, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Henderson Lawrence D

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP of Glob. Cust. Op. & CMO

(Last) (First) (Middle)
 C/O WIRELESS TELECOM GROUP, INC., 25 EASTMANS ROAD

3. Date of Earliest Transaction (Month/Day/Year)
 04/11/2008

(Street)
 PARSIPPANY, NJ 07054

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

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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474 (9-02)

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Stock Option	\$ 1.42	04/11/2008		A	120,000	(1) (2)	Common Stock	120,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Henderson Lawrence D C/O WIRELESS TELECOM GROUP, INC. 25 EASTMANS ROAD PARSIPPANY, NJ 07054			SVP of Glob. Cust. Op. & CMO	

Signatures

/s/ Lawrence D.
Henderson

05/14/2008

__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) See Remarks.

(2) The options will expire on the earlier of: (a) the date on which the Reporting Person voluntarily terminates his employment with the Issuer (other than as a result of the Reporting Person's death), if the Reporting Person has not yet exercised his right to exercise the option as vested within the five (5) days prior to such termination of employment; or (b) thirty (30) days after the Reporting Person's employment with the Issuer is involuntarily terminated (other than as a result of his death), if the Reporting Person has not yet exercised his right to exercise the option as vested at that time; or (c) the date one (1) year after death of the Reporting Person; or (d) April 10, 2018.

Remarks:

The options will fully vest and become exercisable upon the earlier to occur of: (a) the date on which the Board of Directors (the "Board") of the Issuer shall have determined that both of the following shall have occurred in any one fiscal year after the fiscal year ending December 31, 2007: (1) the Issuer's consolidated operating income for such fiscal year shall have exceeded \$3,953,361 and (2) the Issuer's consolidated net sales for such fiscal year shall have exceeded \$65,092,357; or (b) the date on which a "Change-of-Control" (as defined in the option agreement) of the Issuer is consummated, provided that all consideration in exchange therefor to which the Reporting Person may become entitled as a result of such Change-of-Control of the Issuer shall not be delivered to the Reporting Person until the earlier of (i) the date on which the Reporting Person's employment with the Issuer is "Involuntarily Terminated" (as defined in the option agreements) following the consummation of such Change-of-Control or (ii) the date that is six months following the date on which such

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Change-of-Control is consummated.

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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