

WIRELESS TELECOM GROUP INC  
 Form 4  
 May 27, 2015

**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 \*  
 Bell Don Carlos III

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 25 EASTMAN ROAD  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 05/22/2015

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

PARSIPPANY, NJ 07054  
 (City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---------------------------|---|--|-----------------------------------|
|  |                                      |  |                                | Code  | V Amount (A) or (D) Price |   |  |                                   |
| Common Stock, par value \$0.01 per share | 05/22/2015                           |  | P                              | 9,500   | A \$ 2.23                 | \$ 9,500  | I  | See footnote <u>(1)</u>           |
| Common Stock, par value \$0.01 per share | 05/26/2015                           |  | P                              | 5,500   | A \$ 2.28                 | \$ 15,000   | I  | See footnote <u>(1)</u>           |
| Common Stock, par value \$0.01 per share | 05/26/2015                           |  | P                              | 4,500   | A \$ 2.28                 | \$ 4,500  | I  | See footnote <u>(2)</u>           |

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|  |            |   |       |   |            |           |   |                                |
|--|------------|---|-------|---|------------|-----------|---|--------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share <sup>(2)</sup> | 05/27/2015 | P | 5,303 | A | \$<br>2.29 | \$ 9,803  | I | See<br>footnote <sup>(2)</sup> |
| Common<br>Stock, par<br>value \$0.01<br>per share                |            |   |       |   |            | \$ 20,000 | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. 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. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repor<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                       |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |  |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Bell Don Carlos III<br>25 EASTMAN ROAD<br>PARSIPPANY, NJ 07054 |               | X         |         |       |

## Signatures

/s/ Don C. Bell                      05/27/2015  
 \*\*Signature of                      Date  
 Reporting Person

## 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) These shares are owned directly by The Amsler Young Priddy Irrevocable Trust, of which Reporting Person's spouse is the beneficial owner
- (2) These shares are owned directly by The 2012 DCB Southwestern Irrevocable Trust, of which reporting person is the beneficial owner.

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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