SEC Form 4

П

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 2225 0207

HIP	Estimated average burde	en l
	hours per response:	0.5

1. Name and Address of Reporting Person [*] Stumpe Heinz	2. Issuer Name and Ticker or Trading Symbol AVIAT NETWORKS, INC. [AVNW]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) (First) (Middle) 5200 GREAT AMERICA PARKWAY	3. Date of Earliest Transaction (Month/Day/Year) 09/08/2011	X Officer (give title below) Other (specify below) SVP & Chief Operating Officer
(Street) SANTA CLARA CA 95054 (City) (State) (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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

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)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	09/08/2011		A		13,000(1)	A	\$ <mark>0</mark>	96,006	D		
Common Stock	09/08/2011		A		26,000 ⁽²⁾	A	\$ <u>0</u>	122,006	D		

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. Transa Code (8)		5. Numb of Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	ve es d ed nstr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficially Owned	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$2.37	09/08/2011		A		80,115		(3)	09/08/2018	Common Stock	80,115	\$0	80,115	D	

Explanation of Responses:

1. Restricted shares, which are subject to vesting. Vesting requires continuing employment with the Corporation as of the vesting dates. Restricted shares will vest as follows: 33.3% on September 8, 2012, 33.3% on September 8, 2013 and 33.3% on September 8, 2014. Unvested shares are subject to repurchase by the Corporation at \$0.01 per share if eligible employment ends before the vesting date.

2. Performance shares, which are subject to vesting. Vesting requires both (a) continuing employment with the Corporation through the end of the Corporation's fiscal year 2012 (approximately June 29, 2012), and (b) achievement of at least the minimum performance result for the one-year period set forth in the Specific Terms and Conditions. Unvested performance shares are subject to repurchase by the Corporation at \$0.01 per share if eligible employment ends or, following the determination of actual Corporation performance versus metrics, to the extent such performance shares do not vest.

3. Stock options to purchase shares become exercisable if employment with the Corporation continues through the vesting dates. The options will vest as follows: 50% on September 8, 2012, 25% on September 8, 2013 and 25% on September 8, 2014.

/s/ Meena Elliott, SVP, General

Counsel, Secretary on behalf of 09/12/2011

Heinz Stumpe

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.