

TESSCO TECHNOLOGIES INC  
Form 4  
April 29, 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 \*  
BARNHILL ROBERT B JR

2. Issuer Name and Ticker or Trading Symbol  
TESSCO TECHNOLOGIES INC  
[TESS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
11126 MCCORMICK ROAD  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/28/2008

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

HUNT VALLEY, MD 21031

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

(City) (State) (Zip)

**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	04/28/2008		M		5,418 A (1) 1,260,776	D (12)	
Common Stock	04/28/2008		M		365 A (2) 1,261,141	D (12)	
Common Stock	04/28/2008		M		4,145 A (3) 1,265,286	D (12)	
Common Stock	04/28/2008		M		6,250 A (4) 1,271,536	D (12)	
Common Stock	04/28/2008		M		7,500 A (5) 1,279,036	D (12)	

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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)

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. Amount or Number of Shares
Performance Share Unit	(6)	04/28/2008		M	5,418	(1) (1)	Common Stock	5,418
Performance Share Unit	(6)	04/28/2008		M	365	(2) (2)	Common Stock	365
Performance Share Unit	(6)	04/28/2008		M	4,145	(3) (3)	Common Stock	4,145
Performance Share Unit	(6)	04/28/2008		M	6,250	(4) (4)	Common Stock	6,250
Performance Share Unit	(6)	04/28/2008		M	7,500	(5) (5)	Common Stock	7,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNHILL ROBERT B JR 11126 MCCORMICK ROAD HUNT VALLEY, MD 21031	X	X	CEO, President	

## Signatures

Robert B. Barnhill, Jr. by David M. Young by Power of Attorney 04/29/2008

\_\_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) A Performance Share Unit, sometimes referred to as a Performance Stock Unit or PSU, represents the conditional right to receive one share of Common Stock. PSUs granted in April 2004 resulted in the earning, with respect to the fiscal year ended March 2005 and based on the extent to which certain performance criteria were satisfied during fiscal year 2005, of the right to receive 21,675 shares of Common Stock. Once earned, the PSUs vest and are paid through the issuance of shares of Common Stock in four approximately equal annual installments commencing on or about May 1, 2005, 2006, 2007 and 2008, subject to the reporting person's continued employment or association with the Issuer on the date such shares of Common Stock are to be issued.

(2) A Performance Share Unit, sometimes referred to as a Performance Stock Unit or PSU, represents the conditional right to receive one share of Common Stock. PSUs granted in April 2004 resulted in the earning, with respect to the fiscal year ended March 2006 and based on the extent to which certain performance criteria were satisfied during fiscal year 2006, of the right to receive 1,097 shares of Common Stock. Once earned, the PSUs vest and are paid through the issuance of shares of Common Stock in three approximately equal annual installments commencing on or about May 1, 2006, 2007 and 2008, subject to the reporting person's continued employment or association with the Issuer on the date such shares of Common Stock are to be issued.

(3) A Performance Share Unit, sometimes referred to as a Performance Stock Unit or PSU, represents the conditional right to receive one share of Common Stock. PSUs granted in April 2004 resulted in the earning, with respect to the fiscal year ended March 2007 and based on the extent to which certain performance criteria were satisfied during fiscal year 2007, of the right to receive 8,289 shares of Common Stock. Once earned, the PSUs vest and are paid through the issuance of shares of Common Stock in two approximately equal annual installments commencing on or about May 1, 2007 and 2008, subject to the reporting person's continued employment or association with the Issuer on the date such shares of Common Stock are to be issued.

(4) A Performance Share Unit, sometimes referred to as a Performance Stock Unit or PSU, represents the conditional right to receive one share of Common Stock. PSUs granted in May 2005 resulted in the earning, with respect to the fiscal year ended March 2006 and based on the extent to which certain performance criteria were satisfied during fiscal year 2006, of the right to receive 18,750 shares of Common Stock. Once earned, the PSUs vest and are paid through the issuance of shares of Common Stock in three approximately equal annual installments commencing on or about May 1, 2006, 2007 and 2008, subject to the reporting person's continued employment or association with the Issuer on the date such shares of Common Stock are to be issued.

(5) A Performance Share Unit, sometimes referred to as a Performance Stock Unit or PSU, represents the conditional right to receive one share of Common Stock. PSUs granted in April 2006 resulted in the earning, with respect to the fiscal year ended March 2007 and based on the extent to which certain performance criteria were satisfied during fiscal year 2007, of the right to receive 30,000 shares of Common Stock. Once earned, the PSUs vest and are paid through the issuance of shares of Common Stock in four approximately equal annual installments commencing on or about May 1, 2007, 2008, 2009 and 2010, subject to the reporting person's continued employment or association with the Issuer on the date such shares of Common Stock are to be issued.

(6) 1 for 1

(7) In respect of the PSUs granted in April 2004 with respect to fiscal year 2005, on May 2, 2005, the reporting person earned the right to receive 21,675 shares of Common Stock. The reporting person was employed by the issuer on May 2, 2005, resulting in the vesting and issuance of 5,419 of the 21,675 shares of Common Stock so earned. On May 4, 2006, the reporting person reporting person continued to be employed by the issuer, resulting in the vesting and issuance of another 5,419 shares of Common Stock so earned. On May 1, 2007, the reporting person reporting person continued to be employed by the issuer, resulting in the vesting and issuance of another 5,419 shares of Common Stock so earned. On April 28, 2008, the reporting person reporting person continued to be employed by the issuer, resulting in the vesting and issuance of the remaining 5,418 shares of Common Stock so earned.

(8) In respect of the PSUs granted in April 2004 with respect to fiscal year 2006, on May 4, 2006, the reporting person earned the right to receive 1,097 shares of Common Stock. The reporting person was employed by the issuer on May 4, 2006, resulting in the vesting and issuance of 366 of the 1,097 shares of Common Stock so earned. On May 1, 2007, the reporting person continued to be employed by the issuer, resulting in the vesting and issuance of another 366 shares of Common Stock so earned. On April 28, 2008, the reporting person continued to be employed by the issuer, resulting in the vesting and issuance of the remaining 365 shares of Common Stock so earned.

(9) In respect of the PSUs granted in April 2004 with respect to fiscal year 2007, on May 1, 2007, the reporting person earned the right to receive 8,289 shares of Common Stock. The reporting person was employed by the issuer on May 1, 2007, resulting in the vesting and issuance of 4,144 of the 8,289 shares of Common Stock so earned. On April 28, 2008, the reporting person continued to be employed by the issuer, resulting in the vesting and issuance of the remaining 4,145 shares of Common Stock so earned.

(10) In respect of the PSUs granted in May 2005 with respect to fiscal year 2006, on May 4, 2006, the reporting person earned the right to receive 18,750 shares of Common Stock. The reporting person was employed by the issuer on May 4, 2006, resulting in the vesting and issuance of 6,250 of the 18,750 shares of Common Stock so earned. On May 1, 2007, the reporting person continued to be employed by the issuer, resulting in the vesting and issuance of another 6,250 shares of Common Stock so earned. On April 28, 2008, the reporting

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person continued to be employed by the issuer, resulting in the vesting and issuance of the remaining 6,250 shares of Common Stock so earned.

(11) In respect of the PSUs granted in May 2006 with respect to fiscal year 2007, on May 1, 2007, the reporting person earned the right to receive 30,000 shares of Common Stock. The reporting person was employed by the issuer on May 1, 2007, resulting in the vesting and issuance of 7,500 of the 30,000 shares of Common Stock so earned. On April 28, 2008, the reporting person continued to be employed by the issuer, resulting in the vesting and issuance of another 7,500 shares of Common Stock so earned. The remaining 15,000 shares have been earned, but are not yet vested.

(12) All shares are owned directly, except for 1,329 shares which are owned indirectly, through 401(k) plan.

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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