

PORTA SYSTEMS CORP
Form 5
February 13, 2009

FORM 5

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

OMB APPROVAL

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
ESANU WARREN H

2. Issuer Name and Ticker or Trading Symbol
PORTA SYSTEMS CORP
[PYTM.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2008

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

PORTA SYSTEMS CORP, 6581
JERICHO TURNPIKE

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

SYOSSET, NY 11791

(City) (State) (Zip)

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) Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|

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 2270 (9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Security |
|------------------------|---------------|--------------------------------------|-----------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-----------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | (Month/Day/Year) | | (Instr. 3 and 4) | |
|---------------------------------|---|------------|-------------------------|--------------------|---|-------|---------------------|--------------------|------------------|--------------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Shar |
| <u>Stock Option (1)</u> | \$ 1.725 | Â | Â | Â | Â | Â | 11/01/1999 | 04/30/2009 | Common Stock | 5,0 |
| <u>Stock Option (1)</u> | \$ 2.03 | Â | Â | Â | Â | Â | 11/01/2000 | 04/30/2010 | Common Stock | 5,0 |
| <u>Stock Option (1)</u> | \$ 0.32 | Â | Â | Â | Â | Â | 11/01/2001 | 04/30/2011 | Common Stock | 5,0 |
| <u>Stock Option (1)</u> | \$ 0.07 | Â | Â | Â | Â | Â | 11/01/2002 | 04/30/2012 | Common Stock | 5,0 |
| <u>Stock Option (1)</u> | \$ 0.031 | Â | Â | Â | Â | Â | 11/01/2003 | 04/30/2013 | Common Stock | 5,0 |
| <u>Stock Option (1)</u> | \$ 0.073 | Â | Â | Â | Â | Â | 11/01/2004 | 04/30/2014 | Common Stock | 5,0 |
| <u>Stock Option (1)</u> | \$ 0.14 | Â | Â | Â | Â | Â | 11/01/2005 | 04/30/2015 | Common Stock | 5,0 |
| <u>Stock Option (1)</u> | \$ 0.11 | Â | Â | Â | Â | Â | 11/01/2006 | 04/30/2016 | Common Stock | 5,0 |
| <u>Stock Option (1)</u> | \$ 0.14 | Â | Â | Â | Â | Â | 11/01/2007 | 04/30/2017 | Common Stock | 5,0 |
| <u>Stock Option (1)</u> | \$ 3.85 | 04/30/2008 | Â | J4 <u>(2)</u> | Â | 2,000 | 05/01/1998 | 04/30/2008 | Common Stock | 2,0 |
| <u>Stock Option (1)</u> | \$ 0.03 | 05/01/2008 | Â | L4 | 5,000 | Â | 11/01/2008 | 04/30/2018 | Common Stock | 5,0 |

