

CALIFORNIA AMPLIFIER INC  
Form 5  
March 17, 2003

**FORM 5**

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

OMB APPROVAL

☐ Check this box if no  
longer subject to Section 16.  
Form 4 or Form 5  
obligations may continue.

See Instruction 1(b).

☐ Form 3 Holdings  
Reported

☐ Form 4 Transactions  
Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL  
OWNERSHIP**

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

OMB Number: 3235-0362  
Expires: January 31, 2005  
Estimated average burden  
hours per response. . .0.5

Filed By  
Romeo and Dye's  
Section 16 Filer  
[www.section16.net](http://www.section16.net)

|                                          |                                        |                                                     |                                                                                       |                                                                 |            |                                                                                                                                                                                     |                                                                                          |                                                          |                                   |
|------------------------------------------|----------------------------------------|-----------------------------------------------------|---------------------------------------------------------------------------------------|-----------------------------------------------------------------|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| 1. Name and Address of Reporting Person* |                                        |                                                     | 2. Issuer Name and Ticker or Trading Symbol                                           |                                                                 |            | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable)                                                                                                             |                                                                                          |                                                          |                                   |
| Sturm, Fred M.                           |                                        |                                                     | California Amplifier, Inc. (CAMP)                                                     |                                                                 |            | <input checked="" type="checkbox"/> Director —<br><input type="checkbox"/> 10% Owner —<br><input checked="" type="checkbox"/> Officer (give title below) —<br>Other (specify below) |                                                                                          |                                                          |                                   |
| (Last) (First) (Middle)                  |                                        |                                                     | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)         |                                                                 |            | 4. Statement for Month/Year                                                                                                                                                         |                                                                                          |                                                          |                                   |
| C/O California Amplifier, Inc.           |                                        |                                                     |                                                                                       |                                                                 |            | FYE 02/28/03                                                                                                                                                                        |                                                                                          |                                                          |                                   |
| 460 Calle San Pablo                      |                                        |                                                     |                                                                                       |                                                                 |            | President & Chief Executive Officer                                                                                                                                                 |                                                                                          |                                                          |                                   |
| (Street)                                 |                                        |                                                     |                                                                                       |                                                                 |            | 5. If Amendment, Date of Original (Month/Year)                                                                                                                                      |                                                                                          |                                                          |                                   |
| Camarillo, CA 93012                      |                                        |                                                     |                                                                                       |                                                                 |            | 7. Individual or Joint/Group Filing (Check Applicable Line)                                                                                                                         |                                                                                          |                                                          |                                   |
|                                          |                                        |                                                     |                                                                                       |                                                                 |            | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person                                     |                                                                                          |                                                          |                                   |
| (City) (State) (Zip)                     |                                        |                                                     | <b>Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                                                 |            |                                                                                                                                                                                     |                                                                                          |                                                          |                                   |
| 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 & 5) |            |                                                                                                                                                                                     | 5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal year (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|                                          |                                        |                                                     |                                                                                       | Amount                                                          | (A) or (D) | Price                                                                                                                                                                               |                                                                                          |                                                          |                                   |

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).

**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**

**FORM 5 (continued) 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) | 6. Date Exercisable and Expiration Date (Month/Day/ Year) | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|----------------------------------------|-----------------------------------------------------|--------------------------------|--------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------------|-------------------------------------------------------|--------------------------------------------------------|

Edgar Filing: CALIFORNIA AMPLIFIER INC - Form 5

|                 |      |          |  |   | (Instr. 3, 4<br>& 5) |                         |                         |                 |                                        |  |        |   | or<br>Indirect<br>(I)<br>(Instr. 4) |
|-----------------|------|----------|--|---|----------------------|-------------------------|-------------------------|-----------------|----------------------------------------|--|--------|---|-------------------------------------|
|                 |      |          |  |   | (A)                  | (D)                     |                         |                 |                                        |  |        |   |                                     |
|                 |      |          |  |   |                      | Date<br>Exer-cisable    | Expira-<br>tion<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |  |        |   |                                     |
| Stock<br>Option | 5.00 | 03/07/02 |  | A | 80,000               | 03/07/03 <sup>(1)</sup> | 03/07/12                | Common<br>Stock | 80,000                                 |  | 80,000 | D |                                     |

Explanation of Responses:

(1) Stock option becomes exercisable at 25% annually beginning on date indicated in "Date Exercisable" column.

By: /s/ **Richard K. Vitelle**  
**Attorney-in-fact**

**March 17, 2003**  
Date

\*\*Signature of Reporting Person

\*\*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.

---

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Fred M. Sturm and Richard K. Vitelle, and either of them signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer or director of California Amplifier, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities

## Edgar Filing: CALIFORNIA AMPLIFIER INC - Form 5

and Exchange Commission and any stock exchange or similar authority; and

- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

## Edgar Filing: CALIFORNIA AMPLIFIER INC - Form 5

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 10th day of February , 2003.

/s/ Fred M. Sturm