

KORNFELD EDWARD B
Form 5
March 31, 2005

FORM 5

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).
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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
KORNFELD EDWARD B

(Last) (First) (Middle)

C/O PORTA SYSTEMS
CORP., 6851 JERICHO
TURNPIKE

(Street)

SYOSSET, NY 11791

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2002

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Senior VP and CFO

6. Individual or Joint/Group Reporting

(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

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 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)
Common Stock	Â	Â	Â	Â Amount (D) Price	26,317	D	Â

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

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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)**

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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)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (1)	\$ 1.5	Â	Â	Â	Â	Â	05/08/1997	05/07/2007	Common Stock	23,000
Stock Option (1)	\$ 3.25	Â	Â	Â	Â	Â	02/02/1998	02/01/2004	Common Stock	40,000
Stock Option (1)	\$ 2	08/07/2002	Â	J(2)	Â	3,000	08/07/1996	08/07/2002	Common Stock	3,000
Stock Option (1)	\$ 2.375	10/09/2002	Â	J(2)	Â	19,000	10/09/1996	10/09/2002	Common Stock	19,000
Stock Option (1)	\$ 5	10/16/2002	Â	J(2)	Â	3,000	10/16/1995	10/16/2002	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KORNFIELD EDWARD B C/O PORTA SYSTEMS CORP. 6851 JERICHO TURNPIKE SYOSSET,Â NYÂ 11791	Â	Â	Â Senior VP and CFO	Â

Signatures

/s/ Edward B.
Kornfeld

03/29/2005

____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) The options are granted pursuant to one of the Company's 16b-3 stock incentive plans, and are exercisable in installments.

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- (2) Transaction Code J (other acquisition or disposition): stock options expired unexercised by the terms of the stock option agreement with no value received from the cancellation or expiration.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.