

FORM 5

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

| OMB APPROVAL | |
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

- 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

| | | | | | | | | |
|--|---------|----------|--|--|--|---|--|--|
| 1. Name and Address of Reporting Person SAMPSON CURTIS A | | | 2. Issuer Name and Ticker or Trading Symbol COMMUNICATIONS SYSTEMS INC [JCS] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2010 | | | 6. Individual or Joint/Group Reporting (check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person | | |
| PO BOX 777, S MAIN ST | | | 4. If Amendment, Date Original Filed(Month/Day/Year) 01/11/2011 | | | | | |
| (Street) | | | | | | | | |
| HECTOR, MN 55342 | | | | | | | | |
| (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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/28/2010 | | G4 | 3,800 | D | \$ 0 | 1,067,279 | D | |
| Common Stock | | | | | | | 7,000 | I | see footnote (1) |
| Common Stock | | | | | | | 42,559 | I | see footnote (2) |
| Common Stock | | | | | | | 16,323 | I | see footnote (3) |

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

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|-----|--|-----------------|---|----------------------------|--|---|--|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Non-Qualified Stock Option | \$ 11.82 | | | | | | 05/18/2010 | 05/18/2020 | Common Stock | 3,000 | | 3,000 | D | |
| Non-Qualified Stock Option | \$ 9.73 | | | | | | 05/21/2009 | 05/21/2019 | Common Stock | 3,000 | | 3,000 | D | |
| Non-Qualified Stock Option | \$ 11.41 | | | | | | 05/21/2008 | 05/21/2018 | Common Stock | 3,000 | | 3,000 | D | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SAMPSON CURTIS A PO BOX 777 S MAIN ST HECTOR, MN 55342 | X | X | | |

Signatures

/s/ Curtis A. Sampson 03/22/2011
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) Shares held in a 1989 irrevocable trust
- (2) Shares held in the Communications Systems, Inc. Employee Stock Ownership Plan ("CSI ESOP"). Mr. Sampson is a trustee of the CSI ESOP and disclaims beneficial ownership of any shares of the issuer held by the CSI ESOP in excess of the shares allocated to his individual CSI
- (3) Shares held by Mr. Sampson's spouse. Mr. Sampson disclaims beneficial ownership of shares of the Issuer registered in the name of his spouse.

Remarks:

This Form 5 presents, as of December 31, 2010, the Reporting Person's beneficial ownership of shares of the Issuer's common stock for purposes of Section 16 under the Securities Exchange Act of 1934, as amended. Mr. Sampson disclaims (3) tax-exempt organization, the Reporting Person may not, and in fact, does not personally derive any profit from the Foundation's transactions in the Issuer's common stock. As a result, for purposes of Section 16(b), Mr. Sampson has never been

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

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