

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-23**
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REPORTING OWNER

Clark Darren

CIK: **1524053**

Type: **4** | Act: **34** | File No.: **000-13301** | Film No.: **13551023**

Mailing Address
7610 MIRAMAR ROAD,
BUILDING 6000
SAN DIEGO CA 92126

ISSUER

R F INDUSTRIES LTD

CIK: **740664** | IRS No.: **880168936** | State of Incorporation: **NV** | Fiscal Year End: **1031**
SIC: **3678** Electronic connectors

Mailing Address
7620 MIRAMAR RD #4100
7620 MIRAMAR RD #4100
SAN DIEGO CA 92126-4202

Business Address
7610 MIRAMAR RD
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FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
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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

1. Name and Address of Reporting Person Clark Darren			2. Issuer Name and Ticker or Trading Symbol RF INDUSTRIES LTD [RFIL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CEO of Subsidiary of Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/23/2013					
3 OLD DOCK ROAD			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) YAPHANK, NY 11980								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/23/2013		<u>S</u>		4,504	D	\$6	765,496	D	
Common Stock	01/23/2013		<u>S</u>		496	D	\$6.01	765,000	D	
Common Stock	01/24/2013		<u>S</u>		15,000	D	\$6	750,000	D	
Common Stock	01/24/2013		<u>M</u>		1,700	A	\$3.69	751,700	D	
Common Stock	01/24/2013		<u>S</u>		1,700	D	\$6	750,000	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$3.69	01/24/2013		<u>M</u>			1,700	12/22/2011 ^(L)	12/22/2016 ^(L)	Common Stock	1,700	\$0	13,300	D	

Explanation of Responses:

1. Stock Option originally reported as granted 5/15/11 but not actually granted until 12/22/11 which changed exercisable and expiration dates. Exercise price remained at 6/15/11 closing market price, which was higher than closing market price on 12/22/11.

Signatures

/s/ Darren Clark

** Signature of Reporting Person

01/25/2013

Date

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).

** 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.