



# **FORM 4**

## **COMARCO INC - CMRO**

**Filed: April 25, 2008 (period: April 23, 2008)**

Statement of changes in beneficial ownership of securities

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

**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

<b>1. Name and Address of Reporting Person</b> BROADWOOD PARTNERS LP <hr/> (Last) (First) (Middle) C/O BROADWOOD CAPITAL INC., 724 FIFTH AVENUE, 9TH FLOOR <hr/> (Street) NEW YORK NY 10019 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> COMARCO INC [CMRO]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 04/23/2008	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 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	04/23/2008		P		47,481	A	\$ 3.2	1,494,136	D <sup>(1)</sup>				
Common Stock	04/23/2008		P		0	A	\$ 0	1,494,136	I	Footnote <sup>(2)</sup>			
Common Stock	04/24/2008		P		190	A	\$ 3.56	1,494,326	D <sup>(1)</sup>				
Common Stock	04/24/2008		P		0	A	\$ 0	1,494,326	I	Footnote <sup>(2)</sup>			

Common Stock	04/24/2008		P		100	A	\$ 3.55	1,494,426	D <sup>(1)</sup>				
Common Stock	04/24/2008		P		0	A	\$ 0	1,494,426	I	Footnote <sup>(2)</sup>			
Common Stock	04/24/2008		P		300	A	\$ 3.51	1,494,726	D <sup>(1)</sup>				
Common Stock	04/24/2008		P		0	A	\$ 0	1,494,726	I	Footnote <sup>(2)</sup>			
Common Stock	04/24/2008		P		22,911	A	\$ 3.5	1,517,637	D <sup>(1)</sup>				
Common Stock	04/24/2008		P		0	A	\$ 0	1,517,637	I	Footnote <sup>(2)</sup>			
Common Stock	04/24/2008		P		100	A	\$ 3.48	1,517,737	D <sup>(1)</sup>				
Common Stock	04/24/2008		P		0	A	\$ 0	1,517,737	I	Footnote <sup>(2)</sup>			
Common Stock	04/24/2008		P		200	A	\$ 3.43	1,517,937	D <sup>(1)</sup>				
Common Stock	04/24/2008		P		0	A	\$ 0	1,517,937	I	Footnote <sup>(2)</sup>			
Common Stock	04/24/2008		P		300	A	\$ 3.37	1,518,237	D <sup>(1)</sup>				
Common Stock	04/24/2008		P		0	A	\$ 0	1,518,237	I	Footnote <sup>(2)</sup>			
Common Stock	04/24/2008		P		200	A	\$ 3.35	1,518,437	D <sup>(1)</sup>				
Common Stock	04/24/2008		P		0	A	\$ 0	1,518,437	I	Footnote <sup>(2)</sup>			
Common Stock	04/24/2008		P		500	A	\$ 3.34	1,518,937	D <sup>(1)</sup>				

Common Stock	04/24/2008		P		0	A	\$ 0	1,518,937	I	Footnote <sup>(2)</sup>			
Common Stock	04/24/2008		P		199	A	\$ 3.33	1,519,136	D <sup>(1)</sup>				
Common Stock	04/24/2008		P		0	A	\$ 0	1,519,136	I	Footnote <sup>(2)</sup>			
Common Stock								15,500	D <sup>(3)</sup>				

**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)				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 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					

**1. Name and Address of Reporting Person \***  
**BROADWOOD PARTNERS LP**

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(Last) (First) (Middle)  
**C/O BROADWOOD CAPITAL INC., 724 FIFTH AVENUE, 9TH FLOOR**

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(Street)  
**NEW YORK NY 10019**

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(City) (State) (Zip)

**1. Name and Address of Reporting Person \***  
**BROADWOOD CAPITAL INC**

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(Last) (First) (Middle)  
**724 FIFTH AVENUE, 9TH FLOOR**

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(Street)  
**NEW YORK NY 10019**

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(City) (State) (Zip)

<b>1. Name and Address of Reporting Person</b>		
BRADSHER NEAL C		
(Last)	(First)	(Middle)
724 FIFTH AVENUE, 9TH FLOOR		
(Street)		
NEW YORK	NY	10019
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These securities are owned by Broadwood Partners, L.P., which is a Reporting Person.
2. The reported securities are directly owned by Broadwood Partners, L.P. and may be deemed beneficially owned by Broadwood Capital, Inc. as General Partner of Broadwood Partners, L.P. and Neal C. Bradsher as President of Broadwood Capital, Inc. The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of his or its pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
3. These securities are owned by Neal C. Bradsher, who is a Reporting Person.

<u>Broadwood Partners, L.P., By:</u>	
<u>Broadwood Capital, Inc., By: /s/ Neal C. Bradsher, President</u>	<u>04/25/2008</u>
<u>Broadwood Capital, Inc., By: /s/ Neal C. Bradsher, President</u>	<u>04/25/2008</u>
<u>/s/ Neal C. Bradsher</u>	<u>04/25/2008</u>
** Signature of Reporting Person	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.**