

Edgar Filing: CRESCENDO PARTNERS II LP - Form 4

CRESCENDO PARTNERS II LP

Form 4

March 20, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person
 Crescendo Partners II, L.P., Series L
 350 Park Avenue
 4th Floor
 New York, NY 10022
 USA
2. Issuer Name and Ticker or Trading Symbol
 CPI Aerostructures, Inc.
 CVU
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Year
 March 20, 2003
5. If Amendment, Date of Original (Month/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 () Director (X) 10% Owner () Officer (give title below) () Other
 (specify below)
7. Individual or Joint/Group Filing (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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D) Amount	5. Amount of Securities Beneficially Owned at End of Month	6. Price	7. Date Expiration	8. Title and Number of Underlying Securities	9. Other
Common Stock, \$.001 par value	2/18/03	P	103,334	853,334	\$4.75			

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D) Amount	6. Date Exercisable and Expiration Date Date (Month/Day/Year)	7. Title and Amount of Underlying Securities Title and Number of Shares	8. Other
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Explanation of Responses:

Excludes 46,000 shares of common stock owned as a joint tenant by the manager of the sole general partner of the reporting person.

SIGNATURE OF REPORTING PERSON

Eric Rosenfeld, Manager - Crescendo Investments II, LLC (GP)

DATE

March 20, 2003