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FRED EDWARD J

Form 4

February 14, 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
Fred, Edward J.

c/o CPI Aerostructures, Inc. 200A Executive Drive Edgewood, NY 11717 USA

- Issuer Name and Ticker or Trading Symbol CPI Aerostructures, Inc.
- 3. IRS or Social Security Number of Reporting Person (Voluntary)
- 4. Statement for Month/Year February 13, 2003
- 5. If Amendment, Date of Original (Month/Year)
- 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) (X) Director () 10% Owner (X) Officer (give title below) () Other (specify below)

Chief Executive Officer, President and acting Chief Financial Officer

- 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					
	secarreres megarrea, proposea er	, 01 201101411				
1. Title of Security	2. 3. 4.Securities Acqu Transaction or Disposed of Date Code V Amount		5.Amount of			
Common Stock	2/13/0 P 5,000	A \$4.00	5,100			

Table II Derivativ	e Securit	ites A	Acquire	d, Di	sposed	of,	0	r Beneficially	Owned	
1.Title of Derivative	2.Con-	13.	4.	5.N	umber	of [)e	6.Date Exer 7	.Title and Amount	8.P
Security	version	Trans	action	ri	vative	Sec	cu	cisable and	of Underlying	of
	or Exer			ri	ties A	.cqui	Ĺ	Expiration	Securities	vat
	cise		1	re	d(A) o	r Di	ĹS	Date(Month/		Sec
	Price of	1	1	po	sed of	(D)		Day/Year)		rit
	Deriva-	1						Date Expir		
	tive	1	1				$\mathbb{A}/$	Exer- ation	Title and Number	
	Secu-	1	1 1				D	cisa- Date	of Shares	
	rity	Date	Code	V Aı	mount	I		ble		1

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Explanation of Responses: SIGNATURE OF REPORTING PERSON /s/ Edward J. Fred DATE February 14, 2003