

Edgar Filing: CPI AEROSTRUCTURES INC - Form 4

Common Stock	05/10/2006		P	200	A	\$ 7.47	618,949	I	see footnote <u>(6)</u>
Common Stock	05/10/2006		P	600	A	\$ 7.47	619,549	I	see footnote <u>(7)</u>
Common Stock	05/10/2006		P	600	A	\$ 7.47	620,149	I	see footnote <u>(8)</u>
Common Stock	05/10/2006		P	100	A	\$ 7.48	620,249	I	see footnote <u>(9)</u>
Common Stock	05/10/2006		P	200	A	\$ 7.48	620,449	I	see footnote <u>(10)</u>
Common Stock	05/10/2006		P	800	A	\$ 7.48	621,249	I	see footnote <u>(11)</u>
Common Stock	05/10/2006		P	300	A	\$ 7.48	621,549	I	see footnote <u>(12)</u>
Common Stock	05/10/2006		P	800	A	\$ 7.48	622,349	I	see footnote <u>(13)</u>
Common Stock	05/10/2006		P	1,000	A	\$ 7.48	623,349	I	see footnote <u>(14)</u>
Common Stock	05/10/2006		P	100	A	\$ 7.48	623,449	I	see footnote <u>(15)</u>
Common Stock	05/10/2006		P	2,200	A	\$ 7.5	625,649	I	see footnote <u>(16)</u>
Common Stock	05/10/2006		P	300	A	\$ 7.5	625,949	I	see footnote <u>(17)</u>

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

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 control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Nu
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Securities (Instr. 3 and 4)	(Instr. 5)	Bene Own Follo Repo Trans (Instr			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIDWOOD CAPITAL MANAGEMENT LLC 575 BOYLSTON ST. 4TH FLOOR BOSTON, MA 02116		X		
MIDWOOD CAPITAL PARTNERS LP 575 BOYLSTON ST. 4TH FLOOR BOSTON, MA 02116		X		
MIDWOOD CAPITAL PARTNERS QP LP 575 BOYLSTON ST. 4TH FLOOR BOSTON, MA 02116		X		
Cohen David E 575 BOYLSTON ST. 4TH FLOOR BOSTON, MA 02116		X		
DeMont Ross D 575 BOYLSTON ST. 4TH FLOOR BOSTON, MA 02116		X		

Signatures

/s/ David E. Cohen, Managing Member of Midwood Capital Management LLC	05/11/2006
**Signature of Reporting Person	Date
/s/ David E. Cohen, Managing Member of Midwood Capital Management LLC, General Partner of Midwood Capital Partners, LP	05/11/2006
**Signature of Reporting Person	Date
/s/ David E. Cohen, Managing Member of Midwood Capital Management LLC, General Partner of Midwood Capital Partners QP, LP	05/11/2006

