

CPI AEROSTRUCTURES INC
 Form 4
 May 01, 2006

FORM 4

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

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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
**MIDWOOD CAPITAL
 MANAGEMENT LLC**

2. Issuer Name and Ticker or Trading Symbol
**CPI AEROSTRUCTURES INC
 [CVU]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**575 BOYLSTON STREET, 4TH
 FLOOR,**
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
04/27/2006

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

BOSTON, MA 02116

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	04/27/2006		P	A	\$ 1,800 7.55	586,449	I See Footnote (1)
Common Stock	04/27/2006		P	A	\$ 1,500 7.55	587,949	I See Footnote (2)
Common Stock	04/27/2006		P	A	\$ 700 7.55	588,649	I See Footnote (3)
Common	04/27/2006		P	A	\$ 1,000	589,649	I See

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Stock					7.51			Footnote <u>(4)</u>
Common Stock	04/27/2006	P	1,000	A	\$ 7.55	590,649	I	See Footnote <u>(5)</u>
Common Stock	04/27/2006	P	2,300	A	\$ 7.5	592,949	I	See Footnote <u>(6)</u>
Common Stock	04/27/2006	P	1,000	A	\$ 7.55	593,949	I	See Footnote <u>(7)</u>
Common Stock	04/27/2006	P	700	A	\$ 7.55	594,649	I	See Footnote <u>(8)</u>
Common Stock	04/27/2006	P	200	A	\$ 7.55	594,849	I	See Footnote <u>(9)</u>
Common Stock	04/27/2006	P	1,300	A	\$ 7.55	596,149	I	See Footnote <u>(10)</u>
Common Stock	04/27/2006	P	500	A	\$ 7.55	596,649	I	See Footnote <u>(11)</u>
Common Stock	04/27/2006	P	2,000	A	\$ 7.55	598,649	I	See Footnote <u>(12)</u>
Common Stock	04/27/2006	P	2,000	A	\$ 7.55	600,649	I	See Footnote <u>(13)</u>
Common Stock	04/27/2006	P	2,000	A	\$ 7.55	602,649	I	See Footnote <u>(14)</u>
Common Stock	04/27/2006	P	200	A	\$ 7.55	602,849	I	See Footnote <u>(15)</u>
Common Stock	04/27/2006	P	2,000	A	\$ 7.55	604,849	I	See Footnote <u>(16)</u>
Common Stock	04/27/2006	P	800	A	\$ 7.55	605,649	I	See Footnote <u>(17)</u>
Common Stock	04/27/2006	P	1,200	A	\$ 7.55	606,849	I	See Footnote <u>(18)</u>

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Common Stock	04/27/2006		P	1,500	A	\$ 7.55	608,349	I	See Footnote (19)
Common Stock	04/27/2006		P	900	A	\$ 7.55	609,249	I	See Footnote (20)
Common Stock	04/27/2006		P	2,100	A	\$ 7.55	611,349	I	See Footnote (21)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MIDWOOD CAPITAL MANAGEMENT LLC 575 BOYLSTON STREET, 4TH FLOOR BOSTON, MA 02116			X	
Cohen David E C/O MIDWOOD CAPITAL MANAGEMENT LLC 575 BOYLSTON STREET, 4TH FLOOR BOSTON, MA 02116			X	
DeMont Ross D C/O MIDWOOD CAPITAL MANAGEMENT LLC			X	

575 BOYLSTON STREET, 4TH FLOOR
BOSTON, MA 02116

MIDWOOD CAPITAL PARTNERS LP
C/O MIDWOOD CAPITAL MANAGEMENT LLC
575 BOYLSTON STREET, 4TH FLOOR
BOSTON, MA 02116

X

MIDWOOD CAPITAL PARTNERS QP LP
C/O MIDWOOD CAPITAL MANAGEMENT LLC
575 BOYLSTON STREET, 4TH FLOOR
BOSTON, MA 02116

X

Signatures

/s/ David E. Cohen, Managing Member of Midwood Capital Management LLC	05/01/2006
__Signature of Reporting Person	Date
/s/ David E. Cohen	05/01/2006
__Signature of Reporting Person	Date
/s/ Ross D. DeMont	05/01/2006
__Signature of Reporting Person	Date
/s/ David E. Cohen, Managing Member of Midwood Capital Management LLC, General Partner of Midwood Capital Partners, LP	05/01/2006
__Signature of Reporting Person	Date
/s/ David E. Cohen, Managing Member of Midwood Capital Management LLC, General Partner of Midwood Capital Partners QP, LP	05/01/2006
__Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Represents 801 shares purchased by Midwood Capital Partners, LP ("LP") and 999 shares purchased by Midwood Capital Partners QP, LP ("QP"). All shares purchased by LP and QP are indirectly held by Midwood Capital Management LLC, and by David E. Cohen and Ross D. DeMont, General Partner of LP and QP and managing members of the General Partner, respectively.
 - (2) Represents 667 shares purchased by Midwood Capital Partners, LP and 833 shares purchased by Midwood Capital Partners QP, LP.
 - (3) Represents 311 shares purchased by Midwood Capital Partners, LP and 389 shares purchased by Midwood Capital Partners QP, LP.
 - (4) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.
 - (5) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.
 - (6) Represents 1023 shares purchased by Midwood Capital Partners, LP and 1277 shares purchased by Midwood Capital Partners QP, LP.
 - (7) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.
 - (8) Represents 311 shares purchased by Midwood Capital Partners, LP and 389 shares purchased by Midwood Capital Partners QP, LP.
 - (9) Represents 89 shares purchased by Midwood Capital Partners, LP and 111 shares purchased by Midwood Capital Partners QP, LP.
 - (10) Represents 578 shares purchased by Midwood Capital Partners, LP and 722 shares purchased by Midwood Capital Partners QP, LP.
 - (11) Represents 222 shares purchased by Midwood Capital Partners, LP and 278 shares purchased by Midwood Capital Partners QP, LP.
 - (12) Represents 890 shares purchased by Midwood Capital Partners, LP and 1110 shares purchased by Midwood Capital Partners QP, LP.
 - (13) Represents 890 shares purchased by Midwood Capital Partners, LP and 1110 shares purchased by Midwood Capital Partners QP, LP.

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- (14) Represents 890 shares purchased by Midwood Capital Partners, LP and 1110 shares purchased by Midwood Capital Partners QP, LP.
- (15) Represents 89 shares purchased by Midwood Capital Partners, LP and 111 shares purchased by Midwood Capital Partners QP, LP.
- (16) Represents 890 shares purchased by Midwood Capital Partners, LP and 1110 shares purchased by Midwood Capital Partners QP, LP.
- (17) Represents 356 shares purchased by Midwood Capital Partners, LP and 444 shares purchased by Midwood Capital Partners QP, LP.
- (18) Represents 534 shares purchased by Midwood Capital Partners, LP and 666 shares purchased by Midwood Capital Partners QP, LP.
- (19) Represents 669 shares purchased by Midwood Capital Partners, LP and 831 shares purchased by Midwood Capital Partners QP, LP.
- (20) Represents 400 shares purchased by Midwood Capital Partners, LP and 500 shares purchased by Midwood Capital Partners QP, LP.
- (21) Represents 935 shares purchased by Midwood Capital Partners, LP and 1165 shares purchased by Midwood Capital Partners QP, LP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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