



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

