

FAN JOHN C C
Form 4/A
June 05, 2009

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 *
FAN JOHN C C

2. Issuer Name and Ticker or Trading Symbol
KOPIN CORP [KOPN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O KOPIN CORPORATION, 200
JOHN HANCOCK ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2009

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

President and CEO

(Street)
TAUNTON, MA 02780-7331

4. If Amendment, Date Original Filed(Month/Day/Year)
03/12/2009

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/10/2009		A ⁽¹⁾		4,472	A	\$ 0
Common Stock	03/10/2009		F ⁽²⁾		68,462	D	\$ 0
Common Stock	03/10/2009		F ⁽³⁾		5,600	D	\$ 1.72
Common Stock	03/10/2009		A ⁽⁴⁾		75,000	A	\$ 0
Common Stock	03/10/2009		A ⁽⁵⁾		50,000	A	\$ 0
							1,101,460
							1,032,998
							1,027,398
							1,102,398
							1,152,398 ⁽⁶⁾

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

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(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 (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 Beneficially Owned (Instr. 3)
				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
FAN JOHN C C C/O KOPIN CORPORATION 200 JOHN HANCOCK ROAD TAUNTON, MA 02780-7331	X		President and CEO	

Signatures

/s/ John Concannon, as
Attorney-in-fact

06/05/2009

__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) Amendment to Form 4 filed on December 12, 2008.

(2) Forfeiture of shares not earned under 2008 Incentive Plan granted on April 3, 2008.

(3) Shares remitted back to Kopin Corporation as payment due on the lapse of restrictions on a restricted common stock grant.

(4) The common stock is subject to certain restrictions. Restrictions on 18,750 shares lapse on December 11 for the years 2009, 2010, 2011 and 2012.

(5)

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Amendment to Form 4 filed on March 12, 2009 to reflect grant of restricted stock that will vest upon reaching certain military product sales milestones.

- (6) Amount reflects total securities beneficially owned as of March 12, 2009, and does not include intervening transactions between that date and the filing date of this amendment.

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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