

PRECISION OPTICS CORPORATION INC  
Form 8-K  
May 12, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):

May 12, 2004

PRECISION OPTICS CORPORATION, INC.

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Massachusetts	Exact name of registrant as specified in its charter) 001-10647	04-2795294
(State or other jurisdiction of of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

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22 East Broadway, Gardner, Massachusetts 01440

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(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: (978) 630-1800

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Item 5. Other Information and Regulation FD Disclosure.

On May 12, 2004, the Registrant issued the press release attached as Exhibit 99.1 announcing a rights offering.

Item 7. Financial Statements and Exhibits.

(c)	<u>Exhibit Number</u>	<u>Title</u>
	99.1	Press Release issued by Precision Optics Corporation, Inc. on May 12, 2004

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 12, 2004

PRECISION OPTICS CORPORATION, INC.

By: /s/ Jack P. Dreimiller

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Name: Jack P. Dreimiller  
Title: Senior Vice President, Finance and  
Chief Financial Officer

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
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