

WECHSLER NORMAN J
Form 4
May 23, 2007

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 *
WECHSLER NORMAN J

2. Issuer Name and Ticker or Trading Symbol
CPS TECHNOLOGIES CORP/DE/
[CPSH.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/1995

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

P.O. BOX 5123, 17 TIMBERLAND DRIVE, CRESTED BUTTE, CO 81225

(Street)

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

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

MOUNT KISCO, NY 10549

(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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$.01 par value	09/30/1995		J ⁽¹⁾		169,980	A	\$ 0.42	1,669,980	I	By Waco Partners
Common Stock, \$.01 par value	03/23/1998		C		500,000	A	\$ 0.5	1,669,980	I	By Waco Partners
Common Stock,	05/05/1998		C		1,000,000	A	\$ 0.5	1,669,980	I	By Waco Partners

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Common Stock, \$0.01 par value	04/16/2004	J ⁽²⁾	1,669,980	D	\$ 0	0	I	By Waco Partners
Common Stock, \$0.01 par value	04/16/2004	J ⁽³⁾	1,484,429	A	\$ 0	1,484,429	I	By CYB Master LLC
Common Stock, \$0.01 par value	03/15/2000	P	1,000	A	\$ 3.25	1,485,429	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	10/16/2000	P	2,500	A	\$ 1	1,487,929	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	12/01/2000	P	2,500	A	\$ 0.75	1,490,429	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	12/15/2000	P	10,000	A	\$ 0.5	1,500,429	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	03/30/2001	P	13,200	A	\$ 0.38	1,513,629	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	05/06/2001	P	8,000	A	\$ 0.25	1,521,629	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	01/10/2002	S	5,000	D	\$ 0.85	1,516,629	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	07/03/2002	P	5,000	A	\$ 0.5	1,521,629	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	07/17/2002	P	5,000	A	\$ 0.4	1,526,629	I	By Wechsler & Co.,

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value								Inc.
Common Stock, \$0.01 par value	08/13/2003	P	40,000	A	\$ 0.3	1,566,629	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	02/06/2007	S	2,200	D	\$ 1.78	1,564,429	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	03/08/2007	S	3,000	D	\$ 1.95	1,561,429	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	03/15/2007	S	1,300	D	\$ 2.25	1,560,129	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	03/15/2007	S	8,700	D	\$ 2.25	1,551,429	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	04/10/2007	S	1,000	D	\$ 2.95	1,550,429	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	04/12/2007	S	4,000	D	\$ 2.95	1,546,429	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	04/13/2007	S	1,000	D	\$ 3.35	1,545,429	I	By Wechsler & Co., Inc.
Common Stock, \$0.01 par value	04/16/2007	S	1,800	D	\$ 3.35	1,543,629	I	By Wechsler & Co., Inc.

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)

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
10% Subordinated Convertible Note due 1996	\$ 0.5	03/23/1998		C	500,000	02/15/1995 04/21/1996	Common Stock
10% Subordinated Convertible Note due 2001	\$ 0.5	05/05/1998		C	1,000,000	04/21/1996 04/21/2001	Common Stock
Rights to Acquire Warrants Upon Conv of Conv Notes	\$ 0.5	02/15/1995		J ⁽⁴⁾	1,125,000	02/15/1995 02/15/1995	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WECHSLER NORMAN J
P.O. BOX 5123, 17 TIMBERLAND DRIVE
CRESTED BUTTE, CO 81225
MOUNT KISCO, NY 10549

X

Signatures

/s/ Norman
J. Wechsler 05/23/2007

**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) The 169,980 shares of Common Stock reported herein were issued to the Reporting Person in lieu of interest payable on convertible notes owned by the Reporting Person
- (2) Waco Partners was dissolved on April 16, 2004 and distributed all of the shares of Common Stock of the Issuer owned by it to its partners

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- (3) Shares of Common Stock to which Mr. Wechsler was entitled were distributed to CYB Master LLC by Waco Partners upon its dissolution. CYB Master is a Delaware limited liability company wholly owned by Mr. Wechsler.
- (4) The rights to acquire warrants for 1,125,000 shares of Common Stock of the Issuer expired when the 10% Subordinated Convertible Notes due 1996 and 2001 were not converted by 2/15/1995
- (5) N/A

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.