

Edgar Filing: CPI AEROSTRUCTURES INC - Form 4

Common Stock	09/18/2006	S	100	D	\$ 4.53	546,549	I	see footnote <u>(6)</u>
Common Stock	09/18/2006	S	200	D	\$ 4.53	546,349	I	see footnote <u>(7)</u>
Common Stock	09/18/2006	S	200	D	\$ 4.53	546,149	I	see footnote <u>(8)</u>
Common Stock	09/18/2006	S	200	D	\$ 4.53	545,949	I	see footnote <u>(9)</u>
Common Stock	09/18/2006	S	100	D	\$ 4.53	545,849	I	see footnote <u>(10)</u>
Common Stock	09/18/2006	S	100	D	\$ 4.54	545,749	I	see footnote <u>(11)</u>
Common Stock	09/18/2006	S	200	D	\$ 4.5	545,549	I	see footnote <u>(12)</u>
Common Stock	09/18/2006	S	200	D	\$ 4.5	545,349	I	see footnote <u>(13)</u>
Common Stock	09/18/2006	S	200	D	\$ 4.5	545,149	I	see footnote <u>(14)</u>
Common Stock	09/18/2006	S	200	D	\$ 4.5	544,949	I	see footnote <u>(15)</u>
Common Stock	09/18/2006	S	100	D	\$ 4.5	544,849	I	see footnote <u>(16)</u>
Common Stock	09/18/2006	S	100	D	\$ 4.5	544,749	I	see footnote <u>(17)</u>
Common Stock	09/18/2006	S	100	D	\$ 4.5	544,649	I	see footnote <u>(18)</u>
Common Stock	09/18/2006	S	100	D	\$ 4.5	544,549	I	see footnote <u>(19)</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)

Edgar Filing: CPI AEROSTRUCTURES INC - Form 4

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 Beneficially (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

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

09/20/2006

**Signature of Reporting Person

Date

09/20/2006

Edgar Filing: CPI AEROSTRUCTURES INC - Form 4

/s/ David E. Cohen, Managing Member of Midwood Capital Management LLC, General Partner of Midwood Capital Partners, LP

__Signature of Reporting Person

Date

/s/ David E. Cohen, Managing Member of Midwood Capital Management LLC, General Partner of Midwood Capital Partners QP, LP

09/20/2006

__Signature of Reporting Person

Date

/s/ David E. Cohen

09/20/2006

__Signature of Reporting Person

Date

/s/ David E. Cohen on behalf of Ross D. DeMont

09/20/2006

__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 44 shares sold by Midwood Capital Partners, LP ("LP") and 56 shares sold by Midwood Capital Partners QP, LP ("QP"). All such shares sold by LP and QP were also indirectly held by Midwood Capital Management LLC, General Partner of LP and QP, and by David E. Cohen and Ross D. DeMont, managing members of the General Partner

(2) Represents 89 shares sold by LP and 111 shares sold by QP

(3) Represents 89 shares sold by LP and 111 shares sold by QP

(4) Represents 89 shares sold by LP and 111 shares sold by QP

(5) Represents 89 shares sold by LP and 111 shares sold by QP

(6) Represents 44 shares sold by LP and 56 shares sold by QP

(7) Represents 89 shares sold by LP and 111 shares sold by QP

(8) Represents 89 shares sold by LP and 111 shares sold by QP

(9) Represents 89 shares sold by LP and 111 shares sold by QP

(10) Represents 44 shares sold by LP and 56 shares sold by QP

(11) Represents 44 shares sold by LP and 56 shares sold by QP

(12) Represents 89 shares sold by LP and 111 shares sold by QP

(13) Represents 89 shares sold by LP and 111 shares sold by QP

(14) Represents 89 shares sold by LP and 111 shares sold by QP

(15) Represents 89 shares sold by LP and 111 shares sold by QP

(16) Represents 44 shares sold by LP and 56 shares sold by QP

(17) Represents 44 shares sold by LP and 56 shares sold by QP

(18) Represents 44 shares sold by LP and 56 shares sold by QP

(19) Represents 44 shares sold by LP and 56 shares sold by QP

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.