

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

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FAN JOHN C C

(Last) (First) (Middle)

C/O KOPIN CORPORATION, 200
JOHN HANCOCK ROAD

(Street)

TAUNTON, MA 02780-7331

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President and CEO

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

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

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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. Nu Deriv Secur 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
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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