

FAN JOHN C C  
Form 4  
December 30, 2005

**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

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

TAUNTON, MA 02780

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/28/2005

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

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 12/28/2005                           |  | M                              |   | 42,756  | A  | \$ 2.0625   |
| Common Stock                    | 12/28/2005                           |  | S <sup>(1)</sup>               |   | 65,882  | D  | \$ 5.49   |
| Common Stock                    | 12/28/2005                           |  | A <sup>(2)</sup>               |   | 150,000   | A  | \$ 0  |
|                                 |                                      |  |                                |   |   |  | 574,255   |
|                                 |                                      |  |                                |   |   |  | 508,373   |
|                                 |                                      |  |                                |   |   |  | 658,373   |

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

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number.

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock option - right to buy                | \$ 2.0625  | 12/05/2005                           |  | M <sup>(1)</sup>               | 42,756  | 12/29/1999 12/29/2005                                    | Common Stock  | 42,756                     |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| FAN JOHN C C<br>C/O KOPIN CORPORATION<br>200 JOHN HANCOCK ROAD<br>TAUNTON, MA 02780 | X             |           | President and CEO |       |

## Signatures

John J. Concannon III, by power of attorney

12/30/2005

\*\*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 option exercise and sale of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

The common stock is subject to certain restrictions. Restrictions on 37,500 shares lapse on each of the next 4 anniversary dates of the grant date, however the restrictions may lapse sooner if certain acceleration criteria are met. The acceleration criteria are as follows: If the Company is profitable for the fiscal year ended December 31, 2006 the restrictions will lapse at the rate of 50,000 shares per year over the first 3 years on the date of the anniversary of the grant; if the Company is profitable for the fiscal years ended December 31, 2006 and 2007 the restrictions will lapse at the rate of 75,000 shares per year over the first 2 years on the date of the anniversary of the grant. If the Company is not profitable for the fiscal year ended December 31, 2006 but is profitable for the fiscal year ended December 31, 2007 the restrictions will lapse at the rate of 50,000 shares per year over the first 3 years on the date of the anniversary of the grant.

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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