

MCSWEENEY KENNETH

Form 4

March 20, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

() Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instructions 1(b).

1. Name and Address of Reporting Person

McSweeney, Kenneth

439 River Road

St. James, NY 11780

USA

2. Issuer Name and Ticker or Trading Symbol

CPI Aerostructures, Inc.

CVU

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

December 4, 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

(X) Director () 10% Owner () Officer (give title below) () Other

(specify below)

7. Individual or Joint/Group Filing (Check Applicable Line)

(X) 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	2. Transaction Date	3. Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned at End of Month
Common Stock, \$.001 par value	12/4/01	S	1,667 D	\$1.53 15,001

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	4. Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Put or Call or Other Feature

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Explanation of Responses:
CONFIRMING
STATEMENT

This Statement confirms that the undersigned has authorized and designated Arthur August or Edward J. Fred to execute and file on the undersigned's behalf all Forms 3, 4 and 5 (including any amendments thereto) that the undersigned may be required to file with the United States Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of CPI Aerostructures, Inc. The authority of Arthur August and Edward J. Fred under this Statement shall continue until the undersigned is no longer required to file Forms 3, 4 or 5 with regard to the undersigned's ownership of or transactions in securities of CPI Aerostructures, Inc. unless earlier revoked in writing. The undersigned acknowledges that Arthur August and Edward J. Fred are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

/s/ Kenneth McSweeney
Kenneth
McSweeney

Dated: August 14, 2002
SIGNATURE OF REPORTING PERSON

/s/ Kenneth McSweeney
DATE
March 19, 2003