CPI AEROSTRUCTURES INC
Form 3
April 02, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 3
INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

1. Name and Address of Reporting Person
   Rosenfeld, Eric
   c/o Crescendo Partners II LP Series L
   350 Park Avenue
   4th Floor
   New York, NY 10022
   USA
2. Date of Event Requiring Statement (Month/Day/Year)
   April 1, 2003
3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Issuer Name and Ticker or Trading Symbol
   CPI Aerostructures, Inc.
   CVU
5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   (X) Director (X) 10% Owner ( ) Officer (give title below) ( ) Other (specify below)

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

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 Beneficially Owned

1. Title of Security	2. Amount of Securities Beneficially Owned	3. Ownership Form: Direct(D) or Indirect(I)	4. Nature of Beneficial
Common Stock, $.001 par value	46,000	D(1)	--
Common Stock, $.001 par value	873,334	I	(2)

Table II -- Derivative Securitites Beneficially Owned

1.Title of Derivative Security	2.Date Exercisable and Expiration Date(Month/Day/Year)		3.Title and Amount of Underlying Securities		4. Conversion or exercise price of derivative Security	5. Ownership Form of Deriv-ative Securit Direct(Indirec
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Explanation of Responses:
(1) Held as joint tenant with Reporting Person's wife.
(2) Held by Crescendo Partners II, L.P. Series L. Reporting Person is the manager of the sole general partner of Crescendo Partners II, L.P. Series L. Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
SIGNATURE OF REPORTING PERSON
/s/ Eric Rosenfeld
DATE
April 2, 2003