CPI AEROSTRUCTURES INC
Form 4
April 27, 2006

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MIDWOOD CAPITAL MANAGEMENT LLC

(Last) (First) (Middle)

575 BOYLSTON STREET, 4TH FLOOR,

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CPI AEROSTRUCTURES INC [CVU]

3. Date of Earliest Transaction (Month/Day/Year)
04/25/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director __X__ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ 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	04/25/2006		P		800	A	$ 7.35	546,549	I	See Footnote (1)
Common Stock	04/25/2006		P		800	A	$ 7.36	547,349	I	See Footnote (2)
Common Stock	04/25/2006		P		900	A	$ 7.36	548,249	I	See Footnote (3)
Common	04/25/2006		P		1,600	A	$	549,849	I	See

Stock					7.37			Footnote (4)
Common Stock	04/25/2006	P	1,400	A	$ 7.37	551,249	I	See Footnote (5)
Common Stock	04/25/2006	P	1,300	A	$ 7.37	552,549	I	See Footnote (6)
Common Stock	04/25/2006	P	200	A	$ 7.4	552,749	I	See Footnote (7)
Common Stock	04/25/2006	P	800	A	$ 7.4	553,549	I	See Footnote (8)
Common Stock	04/25/2006	P	500	A	$ 7.4	554,049	I	See Footnote (9)
Common Stock	04/25/2006	P	500	A	$ 7.4	554,549	I	See Footnote (10)
Common Stock	04/25/2006	P	1,000	A	$ 7.4	555,549	I	See Footnote (11)
Common Stock	04/25/2006	P	300	A	$ 7.37	555,849	I	See Footnote (12)
Common Stock	04/25/2006	P	1,000	A	$ 7.4	556,849	I	See Footnote (13)
Common Stock	04/25/2006	P	1,000	A	$ 7.4	557,849	I	See Footnote (14)
Common Stock	04/25/2006	P	1,000	A	$ 7.4	558,849	I	See Footnote (15)
Common Stock	04/25/2006	P	1,000	A	$ 7.4	559,849	I	See Footnote (16)
Common Stock	04/25/2006	P	1,000	A	$ 7.4	560,849	I	See Footnote (17)
Common Stock	04/25/2006	P	1,000	A	$ 7.4	561,849	I	See Footnote (18)

Common Stock	04/25/2006	P	1,000	A	$ 7.4	562,849	I	See Footnote (19)
Common Stock	04/25/2006	P	1,000	A	$ 7.4	563,849	I	See Footnote (20)
Common Stock	04/25/2006	P	700	A	$ 7.4	564,549	I	See Footnote (21)
Common Stock	04/25/2006	P	200	A	$ 7.4	564,749	I	See Footnote (22)
Common Stock	04/25/2006	P	800	A	$ 7.4	565,549	I	See Footnote (23)
Common Stock	04/25/2006	P	1,000	A	$ 7.4	566,549	I	See Footnote (24)
Common Stock	04/25/2006	P	600	A	$ 7.4	567,149	I	See Footnote (25)
Common Stock	04/25/2006	P	400	A	$ 7.4	567,549	I	See Footnote (26)
Common Stock	04/25/2006	P	1,400	A	$ 7.4	568,949	I	See Footnote (27)
Common Stock	04/25/2006	P	600	A	$ 7.4	569,549	I	See Footnote (28)
Common Stock	04/25/2006	P	2,000	A	$ 7.4	571,549	I	See Footnote (29)
Common Stock	04/25/2006	P	200	A	$ 7.38	571,749	I	See Footnote (30)

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

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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 Owne 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
MIDWOOD CAPITAL MANAGEMENT LLC 575 BOYLSTON STREET, 4TH FLOOR BOSTON, MA 02116		X		
Cohen David E C/O MIDWOOD CAPITAL MANAGEMENT LLC 575 BOYLSTON STREET, 4TH FLOOR BOSTON, MA 02116		X		
DeMont Ross D C/O MIDWOOD CAPITAL MANAGEMENT LLC 575 BOYLSTON STREET, 4TH FLOOR BOSTON, MA 02116		X		
MIDWOOD CAPITAL PARTNERS LP C/O MIDWOOD CAPITAL MANAGEMENT LLC 575 BOYLSTON STREET, 4TH FLOOR BOSTON, MA 02116		X		
MIDWOOD CAPITAL PARTNERS QP LP C/O MIDWOOD CAPITAL MANAGEMENT LLC 575 BOYLSTON STREET, 4TH FLOOR BOSTON, MA 02116		X		

Signatures

/s/ David E. Cohen, Managing Member of Midwood Capital Management LLC	04/27/2006
**Signature of Reporting Person	Date
/s/ David E. Cohen	04/27/2006
**Signature of Reporting Person	Date
/s/ Ross D. DeMont	04/27/2006

**Signature of Reporting Person	Date
/s/ David E. Cohen, Managing Member of Midwood Capital Management LLC, General Partner of Midwood Capital Partners, LP	04/27/2006
**Signature of Reporting Person	Date
/s/ David E. Cohen, Managing Member of Midwood Capital Management LLC, General Partner of Midwood Capital Partners QP, LP	04/27/2006
**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 356 shares purchased by Midwood Capital Partners, LP ("LP") and 444 shares purchased by Midwood Capital Partners QP, LP ("QP"). All shares purchased by LP and QP are indirectly held by Midwood Capital Management LLC, and by David E. Cohen and Ross D. DeMont, General Partner of LP and QP and managing members of the General Partner, respectively.

(2) Represents 356 shares purchased by Midwood Capital Partners, LP and 444 shares purchased by Midwood Capital Partners QP, LP

(3) Represents 400 shares purchased by Midwood Capital Partners, LP and 500 shares purchased by Midwood Capital Partners QP, LP.

(4) Represents 712 shares purchased by Midwood Capital Partners, LP and 888 shares purchased by Midwood Capital Partners QP, LP.

(5) Represents 623 shares purchased by Midwood Capital Partners, LP and 777 shares purchased by Midwood Capital Partners QP, LP.

(6) Represents 578 shares purchased by Midwood Capital Partners, LP and 722 shares purchased by Midwood Capital Partners QP, LP.

(7) Represents 89 shares purchased by Midwood Capital Partners, LP and 111 shares purchased by Midwood Capital Partners QP, LP.

(8) Represents 356 shares purchased by Midwood Capital Partners, LP and 444 shares purchased by Midwood Capital Partners QP, LP.

(9) Represents 222 shares purchased by Midwood Capital Partners, LP and 278 shares purchased by Midwood Capital Partners QP, LP.

(10) Represents 222 shares purchased by Midwood Capital Partners, LP and 278 shares purchased by Midwood Capital Partners QP, LP.

(11) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.

(12) Represents 133 shares purchased by Midwood Capital Partners, LP and 167 shares purchased by Midwood Capital Partners QP, LP.

(13) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.

(14) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.

(15) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.

(16) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.

(17) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.

(18) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.

(19) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.

(20) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.

(21) Represents 311 shares purchased by Midwood Capital Partners, LP and 389 shares purchased by Midwood Capital Partners QP, LP.

(22) Represents 89 shares purchased by Midwood Capital Partners, LP and 111 shares purchased by Midwood Capital Partners QP, LP.

(23) Represents 356 shares purchased by Midwood Capital Partners, LP and 444 shares purchased by Midwood Capital Partners QP, LP.

(24) Represents 445 shares purchased by Midwood Capital Partners, LP and 555 shares purchased by Midwood Capital Partners QP, LP.

(25) Represents 267 shares purchased by Midwood Capital Partners, LP and 333 shares purchased by Midwood Capital Partners QP, LP.

(26) Represents 178 shares purchased by Midwood Capital Partners, LP and 222 shares purchased by Midwood Capital Partners QP, LP.

(27) Represents 623 shares purchased by Midwood Capital Partners, LP and 777 shares purchased by Midwood Capital Partners QP, LP.

(28) Represents 267 shares purchased by Midwood Capital Partners, LP and 333 shares purchased by Midwood Capital Partners QP, LP.

(29) Represents 890 shares purchased by Midwood Capital Partners, LP and 1110 shares purchased by Midwood Capital Partners QP, LP.

(30) Represents 89 shares purchased by Midwood Capital Partners, LP and 111 shares purchased by Midwood Capital Partners QP, LP.

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.