CRESCENDO PARTNERS II LP
Form 3
February 26, 2003

FORM 3

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

INITIAL STATEMENT OF 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*

CRESCENDO PARTNERS II, L.P., SERIES L

(Last) (First) (Middle)

350 Park Avenue, 4th Floor

(Street)

New York, New York 10022

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

2/19/03

3. IRS Identification Number of Reporting Person, if an entity (Voluntary)

4. Issuer Name AND Ticker or

CPI Aerostructures, Inc.

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

Director X 10%

Officer (give title below) Othe (spe bel

TABLE 1-- NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4
Common Stock, $.001 par value	750,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or
* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

PERSONS WHO RESPOND TO THE COLLECTION OF INFORMATION CONTAINED IN TH
ARE NOT REQUIED TO RESPOND UNLESS THE FORM DISPLAYS A CURRENTLY VALID OMB CO

FORM 3 (CONTINUED) TABLE II -- DERIVATIVE SECURITIES BENEFICIALLY OWNED
(E.G., PUTS, CALLS, WARRANTS, OPTIONS, CONVERTIBLE SECURITI

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Explanation of Responses:

EXCLUDES 46,000 SHARES OF COMMON STOCK OWNED AS A JOINT TENANT BY THE MANAGER OF THE SOLE GENERAL

CRESCENDO INVESTMENTS
(GENERAL PARTNER)

/s/ Eric Rosen

** Intentional misstatements or omissions of facts constitute
Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of Repor
Eric Rosenfeld, Ma

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.