

GOOD STEVEN C
Form 5/A
August 28, 2002

Form 5/A

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**ANNUAL STATEMENT OF CHANGES IN
BENEFICIAL OWNERSHIP**

**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 box if no longer
subject to Section 16. Form 4
or Form 5 obligations may
continue. See Instruction 1(b).
.. Form 3 Holdings Reported
.. Form 4 Transactions
Reported

1. Name and Address of Reporting Person*

Good

Steven

(Last)

(First)

(Middle)

c/o OSI Systems, Inc. 12525 Chadron Ave.

(Street)

Hawthorne

CA

90250

(City)

(State)

(Zip)

2. Issuer Name **and** Ticker or Trading Symbol

OSI Systems, Inc. (OSIS)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)

4. Statement for Month/Year

6/02

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

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

Director

.. 10% Owner

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Officer (give title below) Other (specify below)

7. Individual or Joint/Group Reporting (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)

Common Stock

2. Transaction Date (Month/Day/Year)

3/14/02

3. Transaction Code (Instr. 8)

S

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

Amount (D)	(A) or (D)	Price
5,000	D	26.00

5. Amount of Securities Beneficially Owned at the end of Issuer's Fiscal Year (Instr. 3 and 4)

5,000

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

I

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Good, Swartz, Brown & Berns Pension
Sharing Plan

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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)	
	Options to Purchase Common Stock	
2.	Conversion or Exercise Price of Derivative Security	
	19.95	
3.	Transaction Date (Month/Day/Year)	
	1/29/02	
4.	Transaction Code (Instr. 8)	
	A	
5.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	
	(A) 10,000	(D)
6.	Date Exercisable and Expiration Date (Month/Day/Year)	
	Date Exercisable *	Expiration Date 1/29/07
7.	Title and Amount of Underlying Securities (Instr. 3 and 4)	
	Title Common Stock	Amount or Number of Shares 10,000
8.	Price of Derivative Security (Instr. 5)	
	19.95	
9.	Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	
	27,500	
10.	Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	
	D	
11.	Nature of Indirect Beneficial Ownership (Instr. 4)	

Explanation of Responses:

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* Vested over three year period from the grant date.

/s/ Steven Good

8/27/02

**Signature of Reporting Person

Date

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

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

Last update: 07/30/2002