



Edgar Filing: PRECISION OPTICS CORPORATION INC - Form SC 13D/A

2. Check the Appropriate Box if a Member of a Group (See Instructions):
- (a)  Not Applicable
- (b)
3. SEC Use Only
4. Source of Funds (See Instructions): 00
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- Not Applicable
6. Citizenship or Place of Organization: United States
- |                     |     |                           |            |
|---------------------|-----|---------------------------|------------|
| Number of           | 7.  | Sole Voting Power:        | *          |
| Shares Beneficially | 8.  | Shared Voting Power:      | 2,110,884* |
| Owned by            |     |                           |            |
| Each Reporting      | 9.  | Sole Dispositive Power:   | *          |
| Person With         | 10. | Shared Dispositive Power: | 2,110,884* |
11. Aggregate Amount Beneficially Owned by Each Reporting Person:  
0\*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions): Not Applicable
13. Percent of Class Represented by Amount in Row (11): 30.1% \*
14. Type of Reporting Person (See Instructions): IA, IN

\* This is a joint filing by Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?). Marxe and Greenhouse share sole voting and investment power over 33,415 shares of Common Stock owned by Special Situations Cayman Fund, L.P., 1,451,979 shares of Common Stock owned by Special Situations Fund III, L.P., and 625,490 shares of Common Stock owned by Special Situations Technology Fund II, L.P. See Items 2 and 5 of this Schedule 13D for additional information.

Item 1. Security and Issuer.

This schedule related to the common stock of Precision Optics Corporation, Inc. (the ?Issuer?). The Issuer?s principal executive officers are located at 22 East Broadway, Gardner, MA 01440.

Item 2. Identity and Background.

The persons filing this report are Austin W. Marxe (?Marxe?) and David M. Greenhouse (?Greenhouse?), who are the controlling principals of AWM Investment Company, Inc. (?AWM?), the general partner of and investment adviser to Special Situations Cayman Fund, L.P. (?Cayman?). AWM also serves as the general partner of MGP Advisers Limited Partnership (?MGP?), the general partner of and investment adviser to Special Situations Fund III, L.P. (?SSF3?). Marxe and Greenhouse are also members of SST Advisers, L.L.C. (?SSTA?), the general partner of and investment adviser to the Special Situations Technology Fund II, L.P. (?Tech II?). (SSF3, Cayman, SSPE, and Tech II will hereafter be referred to as, the ?Funds?).

The principal office and business address of the Reporting Persons, is

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153 East 53rd Street, 55th Floor, New York NY 10022.

The principal business of each Fund is to invest in equity and equity-related securities and other securities of any kind or nature.

Mr. Marx and Mr. Greenhouse have never been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors), nor have either of them been a party to any civil proceeding commenced before a judicial or administrative body of competent jurisdiction as a result of which he was or is now subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws. Mr. Marx and Mr. Greenhouse are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration.

Each Fund utilized its own available net assets to purchase the securities referred to in this Schedule.

Item 4. Purpose of Transaction.

The securities referred to in this Schedule have been acquired by each of the Funds for investment purposes and not with the purpose or effect of changing or influencing control of the Issuer. Each Fund acquired the securities in the ordinary course of business and is holding the securities for the benefit of its investors.

Item 5. Interest in Securities of the Issuer.

Cayman owns .5% of the shares outstanding, SSF3 owns 20.7% of the shares outstanding and Tech II owns 8.9% of the outstanding shares. Messrs. Marx and Greenhouse share the power to vote and direct the disposition of 2,110,884 of Common Stock owned by each of the Funds. Messrs. Marx and Greenhouse are deemed to beneficially own a total of 2,110,884 shares of Common Stock or 30.1% of the outstanding shares.

The following table reflects the acquisitions and dispositions by each of the Funds during the sixty days preceding the date of the event that requires the filing of this statement (each of which were effected in ordinary brokers transactions):

A. Special Situations Cayman Fund, L.P.

Date  
Quantity  
Average Price

(Purchases)

Date  
Quantity  
Average Price

(Sales)

During February 2005

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2,500

\$1.44

During March 2005

6,200

\$1.32

B. Special Situations Technology Fund II, L.P.

Date

Quantity

Average Price

(Purchases)

Date

Quantity

Average Price

(Sales)

During March 2005

35,210

\$1.29

C. Special Situations Fund III, L.P.

Date

Quantity

Average Price

(Purchases)

During March 2005

400

\$1.51

Date

Quantity

Average Price

(Sales)

During February 2005

7,000

\$1.44

During March 2005

101,228

\$1.30

D. Special Situations Technology Fund, L.P.

Date

Quantity

Average Price

(Purchases)

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Date

Quantity

Average Price

(Sales)

During March 2005

5,220

\$1.29

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

No contracts, arrangements, understandings or similar relationships exist with respect to the securities of the Company between Messrs. Marxe and Greenhouse and any other individual or entity.

Item 7. Material to be Filed as Exhibits.

Joint Filing Agreement.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 7, 2005

/s/\_Austin W. Marxe  
Austin W. Marxe

/s/\_David M. Greenhouse  
David M. Greenhouse

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

JOINT FILING AGREEMENT

Austin W. Marxe and David M. Greenhouse hereby agree that the Schedule 13D to which this agreement is attached is filed on behalf of each of them.

/s/\_Austin W. Marx  
Austin W. Marx

/s/\_David M. Greenhouse  
David M. Greenhouse

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