

WECHSLER NORMAN J

Form 4

May 23, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**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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(Print or Type Responses)

1. Name and Address of Reporting Person *
WECHSLER NORMAN J

2. Issuer Name and Ticker or Trading
Symbol
CPS TECHNOLOGIES CORP/DE/
[CPSH.OB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

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

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

P.O. BOX 5123, 17 TIMBERLAND
DRIVE, CRESTED BUTTE, CO
81225

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

MOUNT KISCO, NY 10549

(City) (State) (Zip)

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)
Common Stock, \$.01 par value	09/30/1995		J ⁽¹⁾	169,980	A \$ 0.42 1,669,980	I	By Waco Partners
Common Stock, \$.01 par value	03/23/1998		C	500,000	A \$ 0.5 1,669,980	I	By Waco Partners
Common Stock,	05/05/1998		C	1,000,000	A \$ 0.5 1,669,980	I	By Waco Partners

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Common Stock, \$.01 par value	04/16/2004	J ⁽²⁾	1,669,980	D	\$ 0	0	I	By Waco Partners
Common Stock, \$.01 par value	04/16/2004	J ⁽³⁾	1,484,429	A	\$ 0	1,484,429	I	By CYB Master LLC
Common Stock, \$.01 par value	03/15/2000	P	1,000	A	\$ 3.25	1,485,429	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	10/16/2000	P	2,500	A	\$ 1	1,487,929	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	12/01/2000	P	2,500	A	\$ 0.75	1,490,429	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	12/15/2000	P	10,000	A	\$ 0.5	1,500,429	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	03/30/2001	P	13,200	A	\$ 0.38	1,513,629	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	05/06/2001	P	8,000	A	\$ 0.25	1,521,629	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	01/10/2002	S	5,000	D	\$ 0.85	1,516,629	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	07/03/2002	P	5,000	A	\$ 0.5	1,521,629	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par	07/17/2002	P	5,000	A	\$ 0.4	1,526,629	I	By Wechsler & Co.,

value								Inc.
Common Stock, \$.01 par value	08/13/2003	P	40,000	A	\$ 0.3	1,566,629	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	02/06/2007	S	2,200	D	\$ 1.78	1,564,429	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	03/08/2007	S	3,000	D	\$ 1.95	1,561,429	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	03/15/2007	S	1,300	D	\$ 2.25	1,560,129	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	03/15/2007	S	8,700	D	\$ 2.25	1,551,429	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	04/10/2007	S	1,000	D	\$ 2.95	1,550,429	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	04/12/2007	S	4,000	D	\$ 2.95	1,546,429	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	04/13/2007	S	1,000	D	\$ 3.35	1,545,429	I	By Wechsler & Co., Inc.
Common Stock, \$.01 par value	04/16/2007	S	1,800	D	\$ 3.35	1,543,629	I	By Wechsler & Co., Inc.

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Underlying Securities
10% Subordinated Convertible Note due 1996	\$ 0.5	03/23/1998		C	500,000	02/15/1995	04/21/1996	Common Stock	1,000,000
10% Subordinated Convertible Note due 2001	\$ 0.5	05/05/1998		C	1,000,000	04/21/1996	04/21/2001	Common Stock	1,000,000
Rights to Acquire Warrants Upon Conv of Conv Notes	\$ 0.5	02/15/1995		J ⁽⁴⁾	1,125,000	02/15/1995	02/15/1995	Common Stock	1,125,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WECHSLER NORMAN J P.O. BOX 5123, 17 TIMBERLAND DRIVE CRESTED BUTTE, CO 81225 MOUNT KISCO, NY 10549		X		

Signatures

/s/ Norman
J. Wechsler 05/23/2007

 **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) The 169,980 shares of Common Stock reported herein were issued to the Reporting Person in lieu of interest payable on convertible notes owned by the Reporting Person
- (2) Waco Partners was dissolved on April 16, 2004 and distributed all of the shares of Common Stock of the Issuer owned by it to its partners

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- (3) Shares of Common Stock to which Mr. Wechsler was entitled were distributed to CYB Master LLC by Waco Partners upon its dissolution. CYB Master is a Delaware limited liability company wholly owned by Mr. Wechsler.
- (4) The rights to acquire warrants for 1,125,000 shares of Common Stock of the Issuer expired when the 10% Subordinated Convertible Notes due 1996 and 2001 were not converted by 2/15/1995
- (5) N/A

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

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