

KOPIN CORP

Reported by
FAN JOHN C C

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/29/04 for the Period Ending 01/12/04

Address	125 NORTH DRIVE WESTBOROUGH, MA 01581
Telephone	508-870-5959
CIK	0000771266
Symbol	KOPN
SIC Code	3674 - Semiconductors and Related Devices
Industry	Semiconductors
Sector	Technology
Fiscal Year	12/31

FORM 4

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

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

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**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(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person * FAN JOHN C C <small>(Last) (First) (Middle)</small> C/O KOPIN CORPORATION, 200 JOHN HANCOCK ROAD <small>(Street)</small> TAUNTON, MA 02780 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol KOPIN CORP [KOPN] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">1/12/2004</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <p align="center">President and CEO</p>
4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	1/12/2004		G	V	7500	D	\$0	448299	D	
Common Stock	12/27/2004		A (1)		100000	A	\$0	548299	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock option -- right to buy	\$3.75	12/27/2004		A		100000		12/27/2005 (2)	12/27/2014	Common Stock	100000	\$0	100000	D	
Stock option -- right to buy	\$10	12/27/2004		A		100000		12/27/2005 (3)	12/27/2015	Common Stock	100000	\$0	100000	D	

Explanation of Responses:

- (1) The common stock is subject to certain restrictions. The restrictions lapse on all restricted shares upon Kopin Corporation (the "Company") achieving 4 consecutive quarters of profitability, provided, however, restrictions on 25,000 shares lapse on each of the next 4 anniversary dates of the grant date (in the event such restrictions do not lapse earlier).
- (2) 25% of the options vest on each of the next 4 anniversary dates of the grant date.
- (3) 10% of the options vest on each of the next 10 anniversary dates of the grant date, subject to earlier possible vesting as follows: 50,000 options vest upon the Company's stock price reaching \$15 for 20 consecutive days and 50,000 options vest upon the Company's stock price reaching \$20 for 20 consecutive days.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FAN JOHN C C C/O KOPIN CORPORATION 200 JOHN HANCOCK ROAD TAUNTON, MA 02780	X		President and CEO	

Signatures

/s/ John C.C. Fan

12/27/2004

** Signature of Reporting Person

Date

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

* 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).

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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