

KOPIN CORP

Reported by **BROOK DAVID**

FORM 5

(Annual Statement of Changes in Beneficial Ownership)

Filed 03/10/04 for the Period Ending 12/31/03

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 5

[] Check this 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

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

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OMB APPROVAL

ANNUAL 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 *					2. Iss	2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
BROOK DA	VID				KOI	PIN CC	RP [KO	PN]								
					3. Statement for Issuer's Fiscal Year Ended (MM/DD/YYYY)					X Director 10% Owner Officer (give title below) Other (specify						
C/O KOPIN	CORPO)RA'	TION.	200			12/31/2	2003				below)				
JOHN HANG																
										6. Individual or Joint/Group Filing (Check Applicable Line)						
TAUNTON,	MA 027	'80										**				
(City) (State) (Zip)											X _ Form Filed by One Reporting Person Form Filed by More than One Reporting Person					
		Tal	ole I - No	on-De	erivativ	e Securi	ties Acqui	red, Dis	pos	ed	of, or B	eneficially	y Owned			
			Trans.	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		ed (A) or ed of (D) (Instr. 3 a) (A) or			ant of Securities Beneficially Owned ng Reported Transaction(s) and 4)			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				12	2/5/2003			Amount	(D)							
Common Stock						G5	2818	D	(1	.)	139733		D			
Common Stock 12/				2/5/2003		G5	2818	D	(1	1)	136915			D		
Common Stock 12/				2/5/2003		G5	1409	D	(1)	135506			D		
Table II - I	Derivativo	e Secu	ırities A	cquire	ed, Dis	posed of	, or Benefi securi		wn	ed	(e.g. , p	outs, calls,	warrant	s, options	, convert	ible
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Trans.		4. Tran Code (Instr.	Acqui Dispo	ative ities ired (A) or esed of (D) . 3, 4 and 5)	6. Date Exer and Expiration (MM/DD/YY) Date Exercisable	n Date (YY) Securities Underly Derivative Securit (Instr. 3 and 4) Expiration Title Amount or 1		ying ty	8. Price of Derivative Security (Instr. 5)		10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
1	I .	Ь			(21)	(D)			L					(111011. 7)		

Explanation of Responses:

(1) The reported transaction was a gift that involved no payment of consideration.

Reporting Owners

Panarting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10%	Owner	Officer	Other		
BROOK DAVID							
C/O KOPIN CORPORATION	v						
200 JOHN HANCOCK ROAD	A						
TAUNTON, MA 02780							

Signatures

/s/ David E. Brook	3/9/2004
** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.