

KOPIN CORP
Reported by
TSAUR BOR YEU

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 01/21/04 for the Period Ending 01/20/04

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 * TSAUR BOR YEU <small>(Last) (First) (Middle)</small> C/O KOPIN CORPORATION, 695 MYLES STANDISH BLVD <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">1/20/2004</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Executive Vice President 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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	1/20/2004	1/20/2004	M (1)		1920	A	\$0.25	7840	D	
Common Stock	1/20/2004	1/20/2004	M (1)		3080	A	\$2.875	10920	D	
Common Stock	1/20/2004	1/20/2004	S (1)		5000	D	\$8	5920	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	\$0.25	1/20/2004	1/20/2004	M (1)		1920		7/1/1998 (2)	7/1/2007	Common Stock	1920	\$0	0	D	
Stock option -- right to buy	\$2.875	1/20/2004	1/20/2004	M (1)		3080		2/24/1998 (3)	2/24/2007	Common Stock	3080	\$0	276920	D	

Explanation of Responses:

- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) The options vest 25% on each of July 1, 1998, July 1, 1999, July 1, 2000 and July 1, 2001.
- (3) The options vest 25% on each of February 24, 1998, February 24, 1999, February 24, 2000 and February 24, 2001.

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
TSAUR BOR YEU C/O KOPIN CORPORATION 695 MYLES STANDISH BLVD TAUNTON, MA 02780			Executive Vice President	

Signatures

/s/ Boryeu Tsauro

1/21/2004

Date

** Signature of Reporting Person

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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