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/ OMB APPROVAL /  
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| FORM 4 |  
+-----+

U.S. 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

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

(Print or Type Responses)

1. Name and Address of Reporting Person\*

Kotowski Andreas

(Last) (First) (Middle)

C/O OSI Systems, Inc.  
12525 Chadron Avenue

(Street)

Hawthorne CA 90250

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol OSI Systems, Inc. (OSIS)

3. IRS or Identification Number of Reporting Person if an entity  
(Voluntary)

4. Statement for Month/Year 2/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

[ ] Director [X] Officer [ ] 10% Owner [ ] Other  
(give title below) (specify below)

Chief Technology Officer

7. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

TABLE I--NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED

| 1. Title<br>of<br>Security<br>(Instr. 3) | 2. Trans-<br>action<br>Date<br>(Month/<br>Day/<br>Year) | 3. Trans-<br>action<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) |        |               | 5. Amount of<br>Securities<br>Beneficially<br>Owned at<br>End of<br>Month<br>(Instr. 3 and 4) | 6. Owner-<br>ship<br>Form:<br>Direct<br>(D) or<br>Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of In-<br>direct<br>Bene-<br>ficial<br>Owner-<br>ship<br>(Instr. 4) |
|--|---|---|---|--------|---------------|---|---|--|
|  |   | Code                                      | V   | Amount | (A) or<br>(D) | Price   |   |  |
| Common Stock                             | 2-8-02  | S   |   | 12,500 | D             | \$22.10   |   |  |
| Common Stock                             | 2-11-02   | S   |   | 37,500 | D             | \$22.14   | 47,289  | D  |

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

\* If this form is filed by more than one reporting person, see Instruction  
4(b)(v).



TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
(e.g., puts, calls, warrants, options, convertible securities)

[illegible]

TABLE II--DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIALLY OWNED  
(e.g., puts, calls, warrants, options, convertible securities)--CONTINUED

[illegible]

### Explanation of Responses:

\*\*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 provided is insufficient, see Instruction 6 for procedure.

|                                 |         |
|---------------------------------|---------|
| /s/ Andreas Kotowski            | 3/01/02 |
| -----                           | -----   |
| **Signature of Reporting Person | Date    |

