/-		./
/	OMB APPROVAL	/
/-		/
/	OMB Number: 3235-026	/
/	Expires: September 30, 1998	/
/	Estimated average burden	/
/	hours per response 0.4	/
/-		/

+----+ | FORM 4 |

[_] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). U.S. SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

l.	Name and A Reporting			2.		Name and Tickeding Symbol	er			6.		onship of Repo er (Check all	rting Person to applicable)
											X Dir	rector _	10% Owner
	Good Steven				OSI Systems, Inc. (OSIS)							ficer (give _ title below)	Other (specify below
	(Last)	(First)	(Midd		Number o	or Social Sector of Reporting	urity 4.		Statement for Month/Year		CILIE DEIOW) DE		
		C/O OSI Systems, Inc. 12525 Chadron Avenue			Person (Voluntary)			2/2002					
		(Street)			-		5.	. If Amendment, Date of Origin (Month/Year)			Individual or Joint/Group Filing (Check applicable line) X Form filed by One Reporting		
	Hawthorne	Ca.	90250								Fo	erson orm filed by M eporting Perso	
 * I	(City)	(State)	 (Zip)		Tab	le INon-Deriv	vative Sec	urities A	 Acquire	d, Disp			
t	(City)	(State) is filed borting Per	(Zip) y more son,		Tab	le INon-Deriv	vative Sec	urities i	Acquire	d, Disp			
t s 1.	(City) If the Form than one Repose Instruct Title of Security	(State) is filed borting Perion 4(b)(v	(Zip) y more son,			4. Securities or Disposed (Instr. 3,	Acquired		 5. A: S	 mount o ecuriti enefici	osed of,	6. Owner-ship	1ly Owned 7. Nature of Indirect
t s 	(City) If the Form than one Repsee Instruct Title of	(State) is filed borting Perion 4(b)(v	(Zip) y more son,). Trans- action	actio (Inst		4. Securities or Dispose (Instr. 3,	Acquired		 5. A: S B O E	mount o ecuriti enefici wned at nd of onth	osed of,	6. Owner-ship Form: Direct (D) or Indirect	7. Nature of Indirect Bene- ficial Owner- ship
t s 	(City) If the Form than one Repose Instruct Title of Security	(State) is filed horting Perion 4(b)(v	(Zip) y more son,). Trans-action Date (Month/Day/	actio (Inst	 - n Code r. 8)	4. Securities or Dispose (Instr. 3,	Acquired di of (D) 4 and 5)	(A)	 5. A: S B O E	mount o ecuriti enefici wned at nd of onth	osed of,	6. Owner-ship Form: Direct (D) or Indirect (I)	7. Nature of Indirect Bene- ficial Owner- ship
t s 	(City) If the Form than one Rep the Instruct Title of Security (Instr. 3)	(State) is filed k orting Per ion 4(b)(v	(Zip) y more son,). Trans- action Date (Month/ Day/ Year)	actio (Inst Code	 - n Code r. 8)	4. Securities or Disposed (Instr. 3,	Acquired d of (D) 4 and 5)	(A) Price \$13.50 \$11.10	 5. A: S B O E	mount o ecuriti enefici wned at nd of onth	osed of,	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr.	7. Nature of Indirect Bene- ficial Owner- ship
t s 	(City) If the Form than one Repsee Instruct Title of Security (Instr. 3)	(State) is filed k orting Per ion 4(b)(v	(Zip) y more son,). Trans-action Date (Month/Day/Year)	actio (Inst	 - n Code r. 8)	4. Securities or Disposed (Instr. 3,	Acquired d of (D) 4 and 5)	(A) Price \$13.50	 5. A: S B O E	mount o ecuriti enefici wned at nd of onth	osed of,	6. Owner-ship Form: Direct (D) or Indirect (I) (Instr.	7. Nature of Indirect Bene- ficial Owner- ship

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

(Print or Type Responses)

(Over)

1. Title of Derivative Security (Instr. 3)	2	. Conversion or Exerci. Price of Derivativ Security	se	Trans- action Date (Month/ Day/ Year)		sac- Code tr. 8)		ativ Acqu Disp	er of Deri e Securiti ired (A) c osed of (D tr. 3, 4,	es or)))
					 Code	V		(A)	(D)	
Incentive Stk Optn	\$ 	13.50	2-0	6-02	M					5000	
Incentive Stk Optn	\$ 	11.10	2-0		М					5000	
	6. Date E cisabl Expira Date	e and	Title and Underlying (Instr. 3	g Securities	8. Price of Der vative Securi	i-	Number of Deriva- tive Securities Beneficial		Owner- ship Form of Derivativ	re	Nature of Indirect Beneficial Ownership
	(Month Year)	/Day/			(Instr	. 5)	Owned at End of Month	-1	Direct (I or Indire))	(Instr. 4)
	Date Exer- cisable	Expira- tion Date	Title	Amount or Number of Shares			(Instr. 4)		(Instr. 4		
	(1)	5/31/02	Common Stock	5000	\$ 13.50						
	(1)	6/23/03	Common Stock	5000	\$ 11.10						
Explanation of Responses:											
(1) Entire stock option	ns are ves	ted.									
** Intentional misstatement Violations.	ts or omis	sions of fa	cts consti	tute Federal (/s/ Ste	ven Good				3/8/02

Page 2

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

Note:

procedure.

**Signature of Reporting Person