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/ OMB APPROVAL /
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| FORM 4 |
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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

1. Name and Address of Reporting Person* 2. Issuer Name and Ticker
or Trading Symbol 6. Relationship of Reporting Person to Issuer
(Check all applicable)

SYAL MADAN OSI SYSTEMS, INC. (OSIS) X Director 10% Owner
--- Other (specify
below)
____ Officer (give title below)

(Last) (First) (Middle) 3. IRS or Social Security 4. Statement for
Number of Reporting Month/Year
Person (Voluntary)

C/O OSI Systems, Inc. 2/02
12525 Chadron Avenue

(Street)

Hawthorne CA 90250

5. If Amendment, 7. Individual or Joint/Group Filing
Date of (Check applicable Line)
Original XX Form filed by One Reporting Person
(Month/Year) ----
Form filed by More than One
Reporting Person

(City) (State) (Zip) Table I--Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

* If the Form is filed by more than one
Reporting Person, see Instruction 4(b)(v).

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at End of Month (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
		Code V	Amount (A) or (D) Price			
Common Stock	2/07/02	S	8,000 D \$22.85			
Common Stock	2/07/02	S	20,000 D \$23.16			
Common Stock	2/07/02	S	7,625 D \$23.79	50,000	I	By Syal Trust

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

(Print or Type Responses)

(Over)

Table II--Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)[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).

/s/ Madan Sya1

3/8/02

Signature of Reporting Person

Date

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