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/ OMB APPROVAL /  
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/ OMB Number: 3235-0287 /  
/ Expires: September 30, 1999 /  
/ Estimated average burden /  
/ hours per response..... 0.5 /  
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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

1. Name and Address of Reporting Person\*

HICKMAN

THOMAS

(Last)

(First)

(Middle)

C/O OSI SYSTEMS, INC.  
12525 CHADRON AVE

(Street)

HAWTHORNE

CA

90250

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol OSI SYSTEMS, INC (OSIS)

3. IRS or Social Security Number of Reporting Person, (Voluntary)

4. Statement for Month/Year

NOVEMBER 2001

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)

Managing Director

OSI Malaysia and  
OSI Singapore

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

X Form filed by One Reporting Person

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

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

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                             | 11-13-01                                                | M                                         |                                                                         | 3,750  | A             | \$ 2.833                                                                                      |                                                                                 |                                                                                  |
| COMMON STOCK                             | 11-19-01                                                | S                                         |                                                                         | 12,737 | D             | \$14.95                                                                                       |                                                                                 |                                                                                  |
| COMMON STOCK                             | 11-20-01                                                | S                                         |                                                                         | 5,000  | D             | \$15.56                                                                                       | 15,000                                                                          | D                                                                                |

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)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed (D) of (Instr. 3, 4, and 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|
|                                            |                                                        |                                      | Code      V                    | (A)      (D)                                                                            |
| Employee Stock Option                      | \$2.833                                                | 11-13-01                             | M                              | 3,750                                                                                   |

|                       | 6. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of Underlying Securities<br>(Instr. 3 and 4) |              | 8. Price of Derivative Security<br>(Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Month<br>(Instr. 4) | 10. Ownership Form of Derivative Security<br>Direct (D) or Indirect (I) | 11. Nature of Indirect Beneficial Ownership<br>(Instr. 4) |
|-----------------------|-------------------------------------------------------------|------------------------------------------------------------------|--------------|-----------------------------------------------|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------------|
|                       | Date Exercisable                                            | Expiration Date                                                  | Title        | Amount or Number of Shares                    |                                                                                     |                                                                         |                                                           |
| Employee Stock Option | (1)                                                         | 11-14-01                                                         | Common Stock | 3,750                                         | \$2.833                                                                             |                                                                         |                                                           |

### Explanation of Responses:

(1) Entire Employee Stock Option is Vested

/s/ Thomas Hickman 12/10/01

\*\*Signature of Reporting Person                      Date

\*\* 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.