FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHA	NGES IN E	BENEFICIAL	OWNERSHIP

OWR APPRO	VAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* GOOD STEVEN C					2. Issuer Name and Ticker or Trading Symbol OSI SYSTEMS INC [OSIS]										ationshi all app	,				
(Last) 12525 CF	(Fi	,	Middle)			of Earlies	st Trans	saction (N	ction (Month/Day/Year)					Officer (give title below)			Other (specify below)		(specify	
(Street) HAWTH	ORNE CA		00250 Zip)		4. If	. If Amendment, Date of Original Filed (Month/Day/Year)								i. Indiv ine) X	Forn Forn	or Joint/Group Filing (Check Applicable rm filed by One Reporting Person rm filed by More than One Reporting rson				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
Date					action 2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 5) 4. Securities Acqui Disposed Of (D) (In 5)						5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership			
									Code	v	Amount		(A) or (D)	Pric	e		ction(s) 3 and 4)			(Instr. 4)
Common Stock 08/11				1/2010	2010		А		6,500	6,500 ⁽¹⁾ A		\$	6 <mark>0</mark>	17,375 ⁽¹⁾		D				
Common Stock																6,000			I	See Footnote 2 ⁽²⁾
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																			
Derivative Conversion Date Execution Date, Gecurity or Exercise (Month/Day/Year) if any			4. Transa Code (8)	action of		Expirati	6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)				9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Ow For Dir or (I)	nership	11. Nature of Indirect Beneficial Ownership (Instr. 4)			
					Code	v	(A)	(D)	Date Exercisa		Expiration Date	Title	or Num of Sha							

Explanation of Responses:

- 1. Shares are restricted stock issued to the Reporting Person pursuant to the OSI Amended and Restated 2006 Equity Participation Plan, as amended.
- 2. Good, Swartz & Berns Pension & Profit Sharing Plan.

08/12/2010 /s/ Steve Good

** Signature of Reporting Person Date

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.