

☐ 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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>MEHRA AJAY</u> (Last) (First) (Middle) <u>12525 CHADRON AVE</u> (Street) <u>HAWTHORNE CA 90250</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OSI SYSTEMS INC [OSIS]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>	
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2008</u>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$16.21	03/17/2008		A		18,467		02/08/2009 ⁽¹⁾	02/07/2011	Common Stock	18,467	\$16.21	118,709	D	
Option to Purchase Common Stock	\$16.21	03/17/2008		A		41,858		02/08/2009 ⁽²⁾	02/07/2011	Common Stock	41,858	\$16.21	160,567	D	
Option to Purchase Common Stock	\$18.53	03/17/2008		A		43,077		02/06/2010 ⁽³⁾	02/05/2012	43,077	43,077	\$18.53	203,644	D	

Explanation of Responses:

1. This stock option results from the conversion of a stock option to purchase Rapiscan Systems Holdings, Inc. common stock that was originally granted to the reporting person in 2006. Rapiscan Systems Holdings, Inc. stock options have been converted to options in the issuer's stock. This option is currently vested as to 50% of the underlying shares. This option will be vested as to 100% of the underlying shares on February 8, 2009.
2. This stock option results from the conversion of a stock option to purchase Rapiscan Systems Holdings, Inc. common stock that was originally granted to the reporting person in 2006. This option is currently vested as to 50% of the underlying shares. This option will be vested as to 100% of the underlying shares on February 8, 2009.
3. This stock option results from the conversion of a stock option to purchase Rapiscan Systems Holdings, Inc. common stock that was originally granted to the reporting person in 2007. This option is currently vested as to 25% of the underlying shares. This option will be vested as to 50% of the underlying shares on February 6, 2009, and will be vested as to 100% of the underlying shares on February 6, 2010.

/s/ Ajay Mehra

03/17/2008

** 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.