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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

(Print or Type Responses)

1. Name and Address of Reporting Person*

Syal Madan
(Last) (First) (Middle)
c/o OSI Systems, Inc 12525 Chadron Avenue
(Street)
Hawthorne CA. 90250
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol OSI Systems, Inc. (OSIS)

3. I.R.S. or Social Security Number of Reporting Person, (voluntary)

4. Statement for Month/Year 3/02

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer (Check all applicable)

X Director Officer 10% Owner Other
(give title below) (specify below)

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

X Form filed by One Reporting Person
Form filed by More than One Reporting Person

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

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)
Common Stock 3/19/02 5 6,000 D \$26.06 44,000 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:

/s/ Sd-Madan Syal	3/20/02
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**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.