

CRESCENDO PARTNERS II LP
 Form 4
 September 20, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 ROSENFELD ERIC

2. Issuer Name and Ticker or Trading Symbol
 CPI AEROSTRUCTURES INC
 [CVU]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 Former 10% Holder

(Last) (First) (Middle)
 C/O CRESCENDO PARTNERS,
 L.P., 777 THIRD AVENUE, 37TH
 FLOOR
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/18/2012

NEW YORK, NY 10017
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 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. 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 Ownership (Instr. 4)
			Code	V	Amount		
Common Stock					121,000	D	
Common Stock	09/18/2012		S		\$ 13,205	D	By Crescendo Partners II, L.P. Series L
Common Stock	09/19/2012		S		\$ 1,910	D	By Crescendo Partners II,
					\$ 870,129 ⁽¹⁾	I	
					\$ 868,219 ⁽¹⁾	I	
					12.05		

Common Stock	09/20/2012	S	8,546	D	\$ 11.81	859,673 ⁽¹⁾	I	L.P. Series L By Crescendo Partners II, L.P. Series L
Common Stock	09/20/2012	J ⁽²⁾	349,403	D	\$ 0	510,270 ⁽¹⁾	I	By Crescendo Partners II, L.P. Series L

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSENFELD ERIC C/O CRESCENDO PARTNERS, L.P. 777 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	X			Former 10% Holder
CRESCENDO INVESTMENTS II LLC 777 THIRD AVENUE, 37TH FLOOR				Former 10% Holder

NEW YORK, NY 10017

CRESCENDO PARTNERS II LP
777 THIRD AVENUE, 37TH FLOOR
NEW YORK, NY 10017

Former 10% Holder

Signatures

/s/ Eric Rosenfeld

09/20/2012

__Signature of Reporting Person

Date

Crescendo Investments II LLC, By: /s/ Eric Rosenfeld, Senior Managing Member

09/20/2012

__Signature of Reporting Person

Date

Crescendo Partners II, L.P. Series L, By: Crescendo Investments II LLC, its General Partner,
By: /s/ Eric Rosenfeld, Senior Managing Member

09/20/2012

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- Mr. Rosenfeld is the senior managing member of Crescendo Investments II, LLC ("Crescendo Investments II"). Crescendo Investments II is the general partner of Crescendo Partners II, L.P. Series L ("Crescendo Partners II"). Mr. Rosenfeld and Crescendo Investments II disclaim beneficial ownership of the shares held by Crescendo Partners II, except to the extent of his or its pecuniary interest therein.
- (1) II is the general partner of Crescendo Partners II, L.P. Series L ("Crescendo Partners II"). Mr. Rosenfeld and Crescendo Investments II disclaim beneficial ownership of the shares held by Crescendo Partners II, except to the extent of his or its pecuniary interest therein.
 - (2) Crescendo Partners II, L.P., Series L distributed the shares to its limited partners on a pro rata basis.

Remarks:

The Reporting Persons are no longer 10% Holders after accounting for the transactions reported in this jointly filed Form 4. C

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

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