

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

COPYTELE, INC.
 (Exact Name of Registrant as Specified in its Charter)

Delaware
 (State or Other Jurisdiction
 of Incorporation or
 Organization)

11-2622630
 (I.R.S. Employer Identification
 No.)

900 Walt Whitman Road
 Huntington Station, New York 11746
 (516) 549-5900
 (Address, Including Zip Code, and Telephone Number,
 including Area Code, of Registrant's Principal Executive Offices)

COPYTELE, INC. 1993 STOCK OPTION PLAN
 (Full Title of Plan)

Denis A. Krusos
 Chairman of the Board and Chief Executive Officer
 CopyTele, Inc.
 900 Walt Whitman Road
 Huntington Station, New York 11746
 (516) 549-5900
 (Name and Address, Including Zip Code,
 and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Gerald S. Backman, P.C.
 Weil, Gotshal & Manges
 767 Fifth Avenue
 New York, New York 10153
 (212) 310-8000

<TABLE>
 <CAPTION>

CALCULATION OF REGISTRATION FEE				
Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
	<C>	<C>	<C>	<C>
<S> Shares of Common Stock, par value \$.01 per share	4,000,000	\$9.25	\$37,000,000	\$12,759
<FN>				
(1)	Plus such indeterminate number of shares of Common Stock of the Registrant as may be issued to prevent dilution resulting from stock dividends, stock splits or similar transactions in accordance with Rule 416 under the Securities Act of 1933.			
(2)	Estimated pursuant to Rule 457(b) and Rule 457(c) under the Securities Act of 1933, based upon the average of the high and low prices of the shares as reported by the NASDAQ National Market System, the automated quotation system of the National Association of Securities Dealers, Inc., on August 31, 1995.			

/TABLE

EXPLANATORY NOTE

This Registration Statement registers 4,000,000 additional shares of common stock of CopyTele, Inc. (the "Company"), par value \$.01 per share (the "Common Stock"), for issuance pursuant to stock options granted under the Company's 1993 Stock Option Plan, as amended. The contents of an earlier Registration Statement on Form S-8 in respect of the Company's 1993 Stock Option Plan, as filed with the Securities and Exchange Commission on December 9, 1993, Registration No. 33-72716, are hereby incorporated by reference;

provided, however, that the Reoffer Prospectus contained therein shall

be deleted and the following revised Reoffer Prospectus, filed as part
of this Registration Statement, shall be substituted therefor.

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REOFFER PROSPECTUS

COPYTELE, INC.

COMMON STOCK (PAR VALUE \$.01 PER SHARE)

7,000,000 SHARES OF COMMON STOCK UNDER THE
COPYTELE, INC. 1993 STOCK OPTION PLAN

This Prospectus is being used in connection with the offering from time to time by directors, officers and/or other key employees and consultants (the "Selling Shareholders") of CopyTele, Inc., a Delaware corporation (the "Company"), who may be deemed "affiliates" of the Company as defined in Rule 405 under the Securities Act of 1933, as amended (the "Securities Act"), of shares of common stock, par value \$.01 per share, of the Company (the "Common Stock") which have been or may be acquired by them pursuant to the Company's 1993 Stock Option Plan, as amended on May 3, 1995 (the "1993 Plan").

The shares of Common Stock may be sold from time to time to purchasers directly by any of the Selling Shareholders. Alternatively,

the Selling Shareholders may sell the shares of Common Stock in one or more transactions (which may involve one or more block transactions) on the National Association of Securities Dealers, Inc. Automated Quotation System National Market System (the "Nasdaq Stock Market"), in sales occurring in the public market off the Nasdaq Stock Market, in separately negotiated transactions, or in a combination of such transactions; each sale may be made either at market prices prevailing at the time of such sale or at negotiated prices; some or all of the shares of Common Stock may be sold through brokers acting on behalf of the Selling Shareholders or to dealers for resale by such dealers; and in connection with such sales, such brokers or dealers may receive compensation in the form of discounts or commissions from the Selling Shareholders and/or the purchasers of such shares for whom they may act as broker or agent (which discounts or commissions are not anticipated to exceed those customary in the types of transactions involved). However, any securities covered by this Prospectus which qualify for sale pursuant to Rule 144 under the Securities Act may be sold under Rule 144 rather than pursuant to this Prospectus. All expenses of registration incurred in connection with this offering are being borne by the Company, but all brokerage commissions and other expenses incurred by individual Selling Shareholders will be borne by each such Selling Shareholder. The Company will not be entitled to any of the proceeds from such sales, although the Company may receive the exercise price in cash upon the exercise of the options under which the shares of Common Stock are acquired by the Selling Shareholders.

The Selling Shareholders and any dealer participating in the distribution of any shares of Common Stock or any broker executing selling orders on behalf of the Selling Shareholders may be deemed to be "underwriters" within the meaning of the Securities Act, in which event any profit on the sale of any or all of the shares of Common Stock by them and any discounts or commissions received by any such brokers or dealers may be deemed to be underwriting discounts and commissions under the Securities Act.

The Common Stock is traded on the Nasdaq Stock Market. On September 1, 1995 the closing price of the Common Stock as reported by the Nasdaq Stock Market was \$8.75 per share.

AN INVESTMENT IN THE COMMON STOCK INVOLVES SUBSTANTIAL RISKS. SEE "THE COMPANY".

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this Prospectus is September 6, 1995

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No person has been authorized to give any information or to make any representation not contained in this Prospectus in connection with any offering made hereby and, if given or made, such information or representations must not be relied upon as having been authorized by the Company or any other person. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any offer to sell, solicitation of an offer to buy or sale of these securities by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. Neither the delivery of this Prospectus at any time nor any sale made hereunder shall under any circumstances create any implication that there has been no change in the affairs of the Company since the date hereof or that the information contained herein is correct as of any time subsequent to such date.

AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and in accordance therewith files reports, proxy statements and other

information with the Securities and Exchange Commission (the "Commission"). Reports, proxy statements and other information filed by the Company with the Commission can be inspected and copied at the public reference facilities maintained by the Commission at Room 1024, 450 Fifth Street, N.W., Washington, D.C. 20549 and at its Regional Offices located at the Northwestern Atrium Center, 500 West Madison, Chicago, Illinois 60661 and 7 World Trade Center, 13th Floor, New York, New York 10048, and copies of such material can be obtained from the Public Reference Section of the Commission at 450 Fifth Street, N.W., Judiciary Plaza, Washington, D.C. 20549, at prescribed rates.

This Prospectus constitutes a part of a Registration Statement filed by the Company with the Commission under the Securities Act. This Prospectus omits certain of the information contained in the Registration Statement in accordance with the rules and regulations of the Commission. Reference is hereby made to the Registration Statement and related exhibits for further information with respect to the Company and the Common Stock. Statements contained herein concerning the provisions of any documents are not necessarily complete and, in each instance, reference is made to the copy of such document filed as an exhibit to the Registration Statement or otherwise filed with the Commission. Each such statement is qualified in its entirety by such reference.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by the Company with the Commission are incorporated herein by reference:

(a) The Company's Annual Report on Form 10-K for the fiscal year ended October 31, 1994.

(b) The Company's Quarterly Reports on Form 10-Q for the fiscal quarters ended January 31, 1995 and April 30, 1995.

(c) The Company's Reports on Form 8-K dated November 21, 1994, and March 28, 1995.

(d) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A filed with the Commission pursuant to Section 12 of the Exchange Act on October 24, 1983, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Prospectus and to be a part hereof from the date of filing of such documents.

The Company will provide without charge to each person to whom a copy of this Prospectus has been delivered, upon the written or oral request of such person, a copy of any or all of the documents which have been or may be incorporated by reference in this Prospectus (other than exhibits to such documents, unless such exhibits are specifically incorporated by reference into such documents). Requests should be directed to: CopyTele, Inc., 900 Walt Whitman Road, Huntington Station, New York 11746, Attention: Secretary. Telephone requests may be directed to the Secretary at (516) 549-5900.

Any statements contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus. All information appearing in this Prospectus is qualified in its entirety by the information and financial statements (including notes thereto) appearing in the documents incorporated herein by reference, except to the extent set forth in the immediately preceding statement.

THE COMPANY

The Company, a development stage enterprise, is engaged in the design, development and marketing of telecommunications products incorporating its ultra-high resolution charged particle (electrophoretic) flat panel display screen for the receipt and transmission of text, facsimile, graphics and pictures. The Company's principal activities presently relate to a joint venture (the "Joint Venture") with Shanghai Electronic Components Corp. of Shanghai, China. The goal of the Joint Venture is to develop, manufacture and market products worldwide in the telecommunications field. The Company's Chief Executive Officer, Denis A. Krusos, and its President, Frank J. DiSanto, are engaged in the management and operations of the Company, including the technical aspects of the development of the Company's planned products, and are important to the future business and financial arrangements for the Company and the Joint Venture.

The Company has not had any revenues to support its operations since its inception. There is no assurance, and the Company is not able to predict, if and when marketable telecommunications products incorporating the Company's flat panel technology will be developed or produced. Even if the Company were to produce marketable products directly or through the Joint Venture, there is no assurance that the Company will generate revenues in the future or will have sufficient revenues to generate profit or that other products will not be produced by other companies that will render the products of the Company or the Joint Venture obsolete.

IN LIGHT OF THE FOREGOING FACTORS AND OTHER INFORMATION CONTAINED IN THE DOCUMENTS INCORPORATED BY REFERENCE IN THIS PROSPECTUS, AN INVESTMENT IN THE COMMON STOCK INVOLVES SUBSTANTIAL RISKS.

The Company was incorporated on November 5, 1982, under the laws of the State of Delaware. Its principal executive offices are located at 900 Walt Whitman Road, Huntington Station, New York 11746, and its telephone number is (516) 549-5900.

SELLING SHAREHOLDERS

This Prospectus relates to shares of Common Stock which have been or may be acquired by the Selling Shareholders pursuant to the 1993 Plan. The following table sets forth certain information with respect to the Selling Shareholders as of August 31, 1995, as follows: (i) the name and position with the Company within the past three years of each Selling Shareholder; (ii) the number of shares of Common Stock beneficially owned by each Selling Shareholder (including shares obtainable under options exercisable within sixty (60) days of such date); (iii) the number of shares of Common Stock being offered hereby; and (iv) the number and percentage of the Company's outstanding shares of Common Stock to be beneficially owned by each Selling Shareholder after completion of the sale of Common Stock being offered hereby. There is no assurance that any of the Selling Shareholders will sell any or all of the shares of Common Stock offered hereby.

<TABLE>
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Selling Shareholder and Position with the Company within the Past Three Years	Number of Shares Beneficially Owned*	Number of Shares Being Offered Hereby**	Shares Beneficially Owned After Sale	
			Number	Percent
<S>	<C>	<C>	<C>	<C>
Denis A. Krusos - Director, Chairman of the Board and Chief Executive Officer	3,234,630	1,050,000	2,634,630	9.76%
Frank J. DiSanto - Director and President	3,225,390	1,050,000	2,625,390	9.75%
Gerald J. Bentivegna - Director, Vice President-Finance and Chief Financial Officer	0	75,000	0	0.00%

John R. Shonnard - Director	119,500	40,000	99,500	0.38%
John E. Gillies - Director	30,500	40,000	10,500	0.04%

<FN>

* Includes 178,500 shares, 92,500 shares, 47,800 shares and 10,000 shares which Denis A. Krusos, Frank J. DiSanto, John R. Shonnard and John E. Gillies, respectively, have the right to acquire upon exercise of options granted pursuant to the CopyTele, Inc. 1987 Stock Option Plan, and 600,000 shares, 600,000 shares, shares, 20,000 shares and 20,000 shares which Denis A. Krusos, Frank J. DiSanto, John R. Shonnard and John E. Gillies, respectively, have the right to acquire upon exercise of options granted pursuant to the 1993 Plan.

** Includes options granted pursuant to the 1993 Plan to Denis A. Krusos, Frank J. DiSanto, Gerald J. Bentivegna, John R. Shonnard and John E. Gillies to purchase 450,000 shares, 450,000 shares, 75,000 shares, 20,000 shares and 20,000 shares, respectively, of Common Stock, which options are not currently exercisable or exercisable within sixty (60) days of the date hereof.

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As of August 31, 1995, there were 25,777,003 shares of the Company's Common Stock outstanding.

PLAN OF DISTRIBUTION

The shares of Common Stock may be sold from time to time to purchasers directly by any of the Selling Shareholders. Alternatively, the Selling Shareholders may sell the shares of Common Stock in one or more transactions (which may involve one or more block transactions) on the Nasdaq Stock Market, in sales occurring in the public market off the Nasdaq Stock Market, in separately negotiated transactions, or in a combination of such transactions; each sale may be made either at market prices prevailing at the time of such sale or at negotiated prices; some or all of the shares of Common Stock may be sold through brokers acting on behalf of the Selling Shareholders or to dealers for resale by such dealers; and in connection with such sales, such brokers or dealers may receive compensation in the form of discounts or commissions from the Selling Shareholders and/or the purchasers of such shares for whom they may act as broker or agent (which discounts or commissions are not anticipated to exceed those customary in the types of transactions

any securities covered by this Prospectus which qualify for sale pursuant to Rule 144 under the Securities Act may be sold under Rule 144 rather than pursuant to this Prospectus. All expenses of registration incurred in connection with this offering are being borne by the Company, but all brokerage commissions and other expenses incurred by individual Selling Shareholders will be borne by each such Selling Shareholder. The Company will not be entitled to any of the proceeds from such sales, although the Company may receive the exercise price in cash upon the exercise of the options under which the shares of Common Stock are acquired by the Selling Shareholders.

The Selling Shareholders and any dealer participating in the distribution of any of the shares of Common Stock or any broker executing selling orders on behalf of the Selling Shareholders may be deemed to be "underwriters" within the meaning of the Securities Act, in which event any profit on the sale of any or all of the shares of Common Stock by them and any discounts or commissions received by any such brokers or dealers may be deemed to be underwriting discounts and commissions under the Securities Act.

Any broker or dealer participating in any distribution of shares of Common Stock in connection with this offering may be deemed to be an "underwriter" within the meaning of the Securities Act and will be required to deliver a copy of this Prospectus, including a Prospectus Supplement, if required, to any person who purchases any of the shares of Common Stock from or through such broker or dealer.

In order to comply with the securities laws of certain states, if applicable, the shares of Common Stock will be sold only through registered or licensed brokers or dealers. In addition, in certain states, the shares of Common Stock may not be sold unless they have been registered or qualified for sale in such state or an exemption from such registration or qualification requirement is available and is complied with.

EXPERTS

The financial statements and schedules incorporated by reference in this Prospectus from the Company's Annual Report on Form

10-K for the fiscal year ended October 31, 1994 have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto, and are incorporated herein in reliance upon the authority of said firm as experts in giving said report.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized at Huntington Station, State of New York, on this 6th day of September, 1995.

CopyTele, Inc.

By: /s/ Denis A. Krusos

Denis A. Krusos
Chairman of the Board and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints each of Denis A. Krusos and Frank J. DiSanto acting individually, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<TABLE>
<CAPTION>

Signature -----	Title -----	Date ----
<S> /s/ Denis A. Krusos ----- Denis A. Krusos	<S> Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	<C> September 6, 1995
/s/ Frank J. DiSanto ----- Frank J. DiSanto	President and Director	September 6, 1995

/s/ Gerald J. Bentivegna ----- Gerald J. Bentivegna	Vice President-Finance, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	September 6, 1995
/s/ John E. Gillies ----- John E. Gillies	Director	September 6, 1995
/s/ John R. Shonnard ----- John R. Shonnard	Director	September 6, 1995

</TABLE>

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
4(a)	- Certificate of Incorporation of the Company, as amended, filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 1992 (incorporated by reference).
4(b)	- By-Laws of the Company, as amended and restated, filed as Exhibit 4(b) to the Company's Registration Statement on Form S-8, Registration No. 33-49402 (incorporated by reference).
4(c)	- CopyTele, Inc. 1993 Stock Option Plan, filed as Annex A to the Company's Proxy Statement dated June 10, 1993 (incorporated by reference).
4(d)	- Amendment No. 1 to the CopyTele, Inc. 1993 Stock Option Plan, dated as of May 3, 1995.
5	- Opinion and consent of Weil, Gotshal & Manges, dated September 6, 1995.
23(a)	- Consent of Arthur Andersen LLP
23(b)	- Consent of Weil, Gotshal & Manges (included in Exhibit 5).

EXHIBIT 4(d)

AMENDMENT NO. 1 TO
COPYTELE, INC.
1993 STOCK OPTION PLAN

Amendment, dated, May 3, 1995, to the CopyTele, Inc. 1993 Stock Option Plan (the "Plan"). Capitalized terms used herein and not defined herein shall have the meanings ascribed thereto in the Plan.

RECITALS

WHEREAS, CopyTele, Inc., a Delaware corporation (the "Company"), created and adopted the Plan effective as of April 28, 1993, which was subsequently approved by the shareholders of the Corporation on July 14, 1993; and

WHEREAS, the Company, through its Board of Directors, deems it desirable to amend the Plan as set forth herein.

NOW, THEREFORE, subject to the approval of the shareholders of the Company as set forth in Section 4 hereof, the Plan is hereby amended to read in its entirety as follows, effective as of May 3, 1995:

1. Amendment to Article II. The first sentence in the

first paragraph of Article II of the Plan is hereby amended to read in its entirety as follows:

"The total number of Common Shares of the Company which either may be purchased pursuant to the exercise of Options granted under the Plan or acquired pursuant to the exercise of Rights granted under the Plan shall not exceed, in the aggregate, Seven Million (7,000,000) of the currently authorized shares of Common Stock, \$.01 par value per share, of the Company (the "Shares"), with no individual to be granted Options or Rights to purchase, in the aggregate, more than 500,000 Shares in any given year of the Plan, such numbers to be subject to adjustment in accordance with Article XVII of the Plan."

2. Amendment to Article V. The first paragraph of Article

V of the Plan is hereby amended to read in its entirety as follows:

"The price for each Share purchasable under any Non-Qualified Option granted hereunder shall be no less

than 80% of the fair market value of such Share on the date of grant, except in respect of Non-Qualified Options granted to Director Participants pursuant to Article X hereof."

3. Amendment to Article X. Article X is hereby amended to

read in its entirety as follows:

"Subject to the terms and conditions of Articles X through XIV hereof, commencing with the Annual Meeting of Shareholders of the Company to be held in 1995, each current Director Participant of the Company shall automatically be granted Non-Qualified Options to purchase 20,000 Shares each year that such director is elected to the Board of Directors. Future Director Participants shall automatically be granted Non-Qualified Options to purchase 10,000 Shares upon their initial election to the Board of Directors and 20,000 Shares at the time of each subsequent Annual Meeting of Shareholders of the Company at which such director is elected to the Board of Directors. The purchase price of the Shares covered by the Non-Qualified Options granted pursuant to this Article X shall be fair market value of such Shares on the date of grant."

4. Shareholder Approval. This Amendment is subject to the

approval by the affirmative vote of the holders of a majority of the shares of the Company's common stock voting at its Annual Meeting of Shareholders to be held on July 19, 1995, or any adjournment or postponement thereof;; provided, however, that if such shareholder approval is not obtained, this Amendment and any awards thereunder shall be null and void.

5. Effect on the Plan. All references in the Plan to

"this Plan", the "Plan," and all phrases of like import shall refer to the Plan as amended by this Amendment. The terms "hereof," "herein," "hereby," and all phrases of like import, as used in the Plan, shall refer to the Plan as amended by this Amendment. Except as amended hereby, the Plan shall remain in full force and effect.

6. No Further Amendment. Except as expressly provided

herein, no other term or provision of the Plan is amended hereby.

EXHIBIT 5

WEIL, GOTSHAL & MANGES
A Partnership Including Professional Corporations
767 Fifth Avenue New York, NY 10153-0119
(212) 310-8000
Fax: (212) 310-8007

September 6, 1995

CopyTele, Inc.
900 Walt Whitman Road
Huntington Station, New York 11746

Gentlemen:

We have acted as counsel to CopyTele, Inc. (the "Company") in connection with the preparation of the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission on the date hereof with respect to 4,000,000 shares of common stock, par value \$.01 per share (the "Common Stock"), of the Company being registered in connection with the CopyTele, Inc. 1993 Stock Option Plan, as amended (the "Plan").

In so acting, we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement and such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the shares of

CopyTele, Inc.
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Common Stock to be issued upon the exercise of any stock options ("Options") or stock appreciation rights ("Rights") duly granted pursuant to the Plan have been duly authorized and, when issued, paid for and delivered upon the exercise of such Options or Rights in accordance with the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of a copy of this opinion with the Securities and Exchange Commission as an exhibit to the Registration Statement.

The opinion expressed herein is limited to the corporate laws of the State of Delaware and the federal laws of the United States, and we express no opinion as to the effect on the matters covered by this opinion of the laws of any other jurisdiction.

This opinion expressed herein is rendered solely for your benefit in connection with the transaction described herein. Except as otherwise provided herein, this opinion may not be used or relied upon by any other person, nor may this letter or any copies thereof be furnished to a third party, filed with a governmental agency, quoted, cited or otherwise referred to without our prior written consent.

Very truly yours,

WEIL, GOTSHAL & MANGES

INDEPENDENT AUDITORS' CONSENT

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated January 20, 1995, included in CopyTele, Inc.'s Form 10-K for the year ended October 31, 1994, and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Melville, New York
September 5, 1995