

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 For the fiscal year ended October 31, 1996

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 (No Fee Required) For the transition period from
_____ to _____

Commission file number: 0-11254

COPYTELE, INC.

(Exact Name of Registrant as Specified in its Charter)

DELAWARE

11-2622630

(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

900 WALT WHITMAN ROAD
HUNTINGTON STATION, NY 11746
(516) 549-5900

(Address, Including Zip Code, and Telephone Number, Including Area Code,
of Registrant's Principal Executive Offices)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
NONE	NONE

Securities registered pursuant to Section 12(g) of the Act:

COMMON STOCK, \$.01 PAR VALUE

(Title of Class)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statement incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K .

Aggregate market value of the voting stock (which consists solely of shares of Common Stock) held by non-affiliates of the registrant as of January 22, 1997, computed by reference to the closing sale price of the registrant's Common Stock on the NASDAQ National Market System on such date (\$7.00): \$336,882,112.

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

On January 22, 1997, the registrant had 57,465,656 shares of Common Stock, par value \$.01 per share, which is the registrant's only class of common stock.

DOCUMENTS INCORPORATED BY REFERENCE:
NONE

Item 5. Market for the Registrant's Common Equity and
Related Stockholder Matters.

The common stock of the Company has been traded on the National Association of

Securities Dealers, Inc. Automated Quotation National Market System ("NASDAQ - NMS"), the automated quotation system of the National Association of Securities Dealers, Inc. ("NASD") under the symbol "COPY", since October 6, 1983, the date public trading of the Company's common stock commenced. The high and low sales prices as reported by NASDAQ for each quarterly fiscal period, adjusted for the two-for-one stock split declared in May 1996, during the Company's fiscal years ended October 31, 1995 and 1996 have been as follows:

<TABLE>
<CAPTION>

Fiscal Period	High	Low
<S>	<C>	<C>
1st quarter 1995	\$4.44	\$2.38
2nd quarter 1995	4.13	2.82
3rd quarter 1995	5.50	3.19
4th quarter 1995	5.25	3.44
1st quarter 1996	5.56	4.06
2nd quarter 1996	6.06	4.63
3rd quarter 1996	9.88	5.25
4th quarter 1996	7.63	5.25

</TABLE>

As of January 22, 1997 the approximate number of record holders of common stock of the Company was 1,025.

No cash dividends have been paid on the common stock of the Company since its inception and the Company has no present intention to pay any cash dividends in the foreseeable future.

On October 11, 1996, Denis Z. Krusos and Peri D. Krusos, the son and daughter, respectively, of Denis A. Krusos, each exercised warrants to purchase 34,500 shares of common stock at an exercise price of approximately \$4.84 per share for an aggregate purchase price of approximately \$334,000. The exercise price represented the fair market value of the common stock on the date of issuance of the warrants, subsequently adjusted for the two-for-one stock splits declared by the Company in February 1991 and May 1996 and the anti-dilution provisions of the warrants. The exemption from registration relied upon for the sale of the common stock was Section 4(2) of the Securities Act of 1933, as amended.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity and Capital Resources" for information with respect to certain minimum listing requirements for the NASDAQ - NMS.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COPYTELE, INC.

By: /s/ Denis A. Krusos

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

January 31, 1997