

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

**SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. )<sup>1</sup>

CopyTele, Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

217721 10 9  
(CUSIP Number)

STEVEN WOLOSKY, ESQ.  
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 451-2300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

May 28, 2010  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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1	NAME OF REPORTING PERSON BRUCE F. JOHNSON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,181,688
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 3,181,688
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,181,688 <sup>1</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.2%	
14	TYPE OF REPORTING PERSON IN	

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<sup>1</sup> See Item 5.

1	NAME OF REPORTING PERSON  JOHN D. REYNOLDS	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  2,000,000
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  2,000,000
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,000,000 <sup>1</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.4%	
14	TYPE OF REPORTING PERSON  IN	

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<sup>1</sup> See Item 5.

1	NAME OF REPORTING PERSON DAVID RICHARDS	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 990,000
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 990,000
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 990,000 <sup>1</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) LESS THAN 1%	
14	TYPE OF REPORTING PERSON IN	

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<sup>1</sup> See Item 5.

1	NAME OF REPORTING PERSON LEWIS TITTERTON	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS PF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 5,356,862
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 5,356,862
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,356,862 <sup>1</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.7%	
14	TYPE OF REPORTING PERSON IN	

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<sup>1</sup> See Item 5.

1	NAME OF REPORTING PERSON ROBERT I. WEBBER	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 - <sup>1</sup>	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0%	
14	TYPE OF REPORTING PERSON IN	

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<sup>1</sup> See Item 5.

1	NAME OF REPORTING PERSON  THE COMMITTEE TO ENHANCE COPYTELE	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  N/A	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  11,528,550
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  11,528,550
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  11,528,550	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.9%	
14	TYPE OF REPORTING PERSON  OO	

The following constitutes the Schedule 13D filed by the undersigned (the "Schedule 13D").

Item 1. Security and Issuer.

This statement relates to Common Stock, par value \$.01 per share (the "Shares"), of CopyTele, Inc. (the "Issuer"). The address of the principal executive offices of the Issuer is 900 Walt Whitman Road, Melville, New York, 11747.

Item 2. Identity and Background.

(a) This statement is filed by The Committee to Enhance CopyTele (the "Committee"), Bruce F. Johnson, John D. Reynolds, David Richards, Lewis Titterton and Robert I. Webber. Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." The Committee is composed of each of the Reporting Persons who are individuals. The Committee is not a business entity and has no place of organization. Each of the Reporting Persons is party to that certain Joint Filing and Solicitation Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The principal business address of Mr. Johnson is 440 South LaSalle Street, Suite 2303, Chicago, Illinois 60605. The principal business address of Mr. Reynolds is One North Clematis Street, West Palm Beach, Florida 33401. Mr. Richards is presently retired and therefore does not currently maintain a principal business address. The principal business address of Lewis Titterton is 6 Autumn Lane, Saratoga Springs, New York 12866. The principal business address of Robert I. Webber is 6 Mirror Lake, Irvine, California 92604.

(c) Mr. Johnson is a self-employed commodity trader. Mr. Reynolds is a private investor. Mr. Richards is retired and is currently a private investor. Mr. Titterton is retired and is currently a private investor. The principal occupation of Robert I. Webber is serving as President and CEO of Resolution Biomedical, Inc.

(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of the Reporting Persons is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration.

The aggregate purchase price of the 3,181,688 Shares owned in the aggregate by Mr. Johnson is approximately \$2,563,061. The Shares owned by Mr. Johnson were acquired with personal funds. The aggregate purchase price of the 2,000,000 Shares owned in the aggregate by Mr. Reynolds is approximately \$[2,452,558]. The Shares owned by Mr. Reynolds were acquired with personal funds. The aggregate purchase price of the 990,000 Shares owned in the aggregate by Mr. Richards is approximately \$522,831. The Shares owned by Mr. Richards were acquired with personal funds. The aggregate purchase price of the 5,356,862 Shares owned in the aggregate by Mr. Titterton is approximately \$3,727,885. The Shares owned by Mr. Titterton were acquired with personal funds.



Item 4. Purpose of Transaction.

The Reporting Persons originally purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

On May 28, 2010, the Committee filed with the Securities and Exchange Commission ("SEC") a preliminary consent solicitation statement in connection with its anticipated solicitation of written consents (the "Solicitation") from the stockholders of the Issuer to consent to the following actions without a stockholders' meeting, as authorized by the Delaware General Corporation Law (the "DGCL"):

- Repeal any provision of the Issuer's Amended and Restated Bylaws (the "Bylaws") in effect at the time this proposal becomes effective that was not included in the Bylaws that became effective on August 4, 2008, and were filed with the Securities and Exchange Commission on August 8, 2008;
- Amend the Bylaws to allow only stockholders of the Issuer to fix the number of directors of the Issuer and to set the size of the Issuer's Board of Directors (the "Board") at six directors;
- Amend the Bylaws to allow newly created directorships resulting from an increase in the size of the Board to be filled only by election by the stockholders; and
- Upon approval of Proposals 2 and 3 above, elect each of Bruce F. Johnson, Lewis Titterton and Robert I. Webber (each, a "Nominee" and collectively, the "Nominees") to serve as a director of the Issuer (or, if any such Nominee is unable or unwilling to serve as a director of the Issuer, any other person designated as a Nominee by the Committee).

The Committee is seeking to add three independent directors to the Issuer's Board because it does not believe the current Board is acting in the best interests of the Issuer's stockholders and that new independent directors are necessary in order to enhance stockholder value. The Committee believes the approval of the actions will provide the Issuer with qualified and committed directors who, in accordance with their respective fiduciary duties as directors, will provide proper oversight and direct management to take decisive steps to maximizing stockholder value.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon completion of any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, communications with management and the Board of the Issuer, engaging in discussions with third parties about the Issuer and the Reporting Persons' investment, making proposals to the Issuer concerning changes to the capitalization, ownership structure or operations of the Issuer, purchasing additional Shares, selling some or all of their Shares, engaging in short selling of or any hedging or similar transaction with respect to the Shares, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5. Interest in Securities of the Issuer.

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 146,710,451 Shares outstanding, which is the total number of Shares reported to be outstanding as of March 12, 2010 in the Issuer's Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission on March 17, 2010.

As of the date hereof, Messrs. Johnson, Reynolds, Richards and Titterton beneficially own 3,181,688, 2,000,000, 990,000 and 5,356,862 Shares, respectively, representing approximately 2.2%, 1.4%, less than 1%, and 3.4%, respectively, of the Shares outstanding. As of the date hereof, Mr. Webber did not directly own any Shares.

Each of the Reporting Persons, as a member of a "group" with the other Reporting Persons, for the purposes of Rule 13d-5(b)(1) of the Exchange Act, may be deemed to beneficially own the Shares owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any Shares he does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the Shares reported herein that he does not directly own, except to the extent of his pecuniary interest therein.

(b) See Items 7, 9 and 11 on pages 2, 3, 4, 5 and 7 of this Schedule 13D.

(c) Schedule A annexed hereto lists all transactions in the Shares by the Reporting Persons during the last sixty days. All of such transactions were effected in the open market.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On May 28, 2010, the Reporting Persons entered into a Joint Filing and Solicitation Agreement in which, among other things, (i) the parties agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer, (ii) the parties agreed to solicit written consents or proxies to elect the Nominees or any other person designated by the Committee as directors of the Issuer and to take all other action necessary or advisable to achieve the foregoing, and (iii) Messrs. Johnson, Reynolds, Richards and Titterton agreed to bear all expenses incurred in connection with the Committee's activities, including expenses incurred in connection with the Solicitation, and to share such expenses equally among them. The Joint Filing and Solicitation Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Pursuant to letter agreements, each of Messrs. Johnson, Titterton and Webber consented to being named as nominees in any consent statement or proxy statement filed by the Committee in connection with the Solicitation and serving as a director of the Issuer if elected. The form of consent letter is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

99.1. Joint Filing and Solicitation Agreement by and among Messrs. Johnson, Reynolds, Richards, Titterton and Webber, dated as of May 28, 2010.

99.2. Form of Consent Letter to serve as a nominee and as a director of the Issuer, if elected.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: May 28, 2010

/s/ Bruce F. Johnson  
Bruce F. Johnson

/s/ John D. Reynolds  
John D. Reynolds

/s/ David Richards  
David Richards

/s/ Lewis Titterton  
Lewis Titterton

/s/ Robert I. Webber  
Robert I. Webber

SCHEDULE A  
Transactions in the Shares During the Past 60 Days

Shares of Common Stock <u>Purchased</u>	Price Per <u>Share(\$)</u>	Date of <u>Purchase</u>
<b><u>BRUCE F. JOHNSON</u></b>		
1,000	0.3487	05/13/2010
1,000	0.3588	05/13/2010
<b><u>JOHN D. REYNOLDS</u></b>		
30,000	0.3752	04/05/2010
10,000	0.3057	04/23/2010
4,185	0.3467	04/26/2010
55,815	0.3431	04/28/2010
<b><u>LEWIS TITTERTON</u></b>		
25,625	0.3530	05/20/2010



**JOINT FILING AND SOLICITATION AGREEMENT**

WHEREAS, certain of the undersigned are stockholders, direct or beneficial, of CopyTele, Inc., a Delaware corporation (the "Company");

WHEREAS, Bruce F. Johnson, John D. Reynolds, David Richards, Lewis Titterton and Robert I. Webber wish to form a group for the purpose of soliciting written consents or proxies to elect Messrs. Johnson, Titterton and Webber, or any other person designated by the undersigned (collectively, the "Nominees"), as directors of the Company and taking all other action necessary or advisable to achieve the foregoing.

NOW, IT IS AGREED, this 28th day of May 2010 by the parties hereto:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the undersigned (collectively, the "Group") agrees to the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Company. Each member of the Group shall be responsible for the accuracy and completeness of his/its own disclosure therein, and is not responsible for the accuracy and completeness of the information concerning the other members, unless such member knows or has reason to know that such information is inaccurate.

2. So long as this agreement is in effect, each of the undersigned shall provide written notice to Olshan Grundman Frome Rosenzweig & Wolosky LLP ("Olshan") of (i) any of their purchases or sales of securities of the Company; or (ii) any securities of the Company over which they acquire or dispose of beneficial ownership. Notice shall be given no later than 24 hours after each such transaction.

3. Each of the undersigned agrees to form the Group for the purpose of soliciting written consents or proxies to elect the Nominees, or any other person designated by The Committee to Enhance CopyTele, as directors of the Company, and taking all other action necessary or advisable to achieve the foregoing (the "Solicitation").

4. Messrs. Johnson, Reynolds, Richards and Titterton agree to bear all expenses incurred in connection with the Group's activities and to share any such expenses equally among them.

5. The relationship of the parties hereto shall be limited to carrying on the business of the Group in accordance with the terms of this Agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification. Nothing herein shall restrict any party's right to purchase or sell securities of the Company, as he deems appropriate, in his sole discretion, provided that all such sales are made in compliance with all applicable securities laws.

6. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

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7. In the event of any dispute arising out of the provisions of this Agreement or their investment in the Company, the parties hereto consent and submit to the exclusive jurisdiction of the Federal and State Courts in the State of New York.

8. Any party hereto may terminate his/its obligations under this Agreement on 24 hours' written notice to all other parties, with a copy by fax to Andrew Freedman at Olshan, Fax No. (212) 451-2222.

9. Each party acknowledges that Olshan shall act as counsel for both the Group and for John D. Reynolds relating to his investment in the Company.

10. Each of the undersigned parties hereby agrees that this Agreement shall be filed as an exhibit to a Schedule 13D pursuant to Rule 13d-1(k)(1)(iii) under the Exchange Act.

THE REMAINDER OF THIS PAGE IS LEFT INTENTIONALLY BLANK

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

/s/ Bruce F. Johnson

Bruce F. Johnson

/s/ John D. Reynolds

John D. Reynolds

/s/ David Richards

David Richards

/s/ Lewis Titterton

Lewis Titterton

/s/ Robert I. Webber



\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

May \_\_, 2010

John D. Reynolds  
One N. Clematis St.  
West Palm Beach, Florida 3340

Dear Mr. Reynolds:

You are hereby notified that the undersigned consents to being named as a nominee in any consent statement or proxy statement filed by The Committee to Enhance CopyTele with the Securities and Exchange Commission in connection with the solicitation of written consents or proxies for election of the undersigned as a director of CopyTele, Inc. ("CopyTele") and serving as a director of CopyTele if elected.

Very truly yours,

\_\_\_\_\_

[NOMINEE]