

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

TO

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.)
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900 Walt Whitman Road
Melville, New York 11747
(631) 549-5900

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

COPYTELE, INC. 2003 SHARE INCENTIVE PLAN
(Full Title of Plan)

Denis A. Krusos
Chairman of the Board and Chief Executive Officer
CopyTele, Inc.
900 Walt Whitman Road
Melville, New York 11747
(631) 549-5900

(Name and Address, Including Zip Code,
and Telephone Number, Including Area Code, of Agent for Service)

Explanatory Note

On November 9, 2004, CopyTele, Inc. (the "Registrant") filed a Registration Statement on Form S-8 (File No. 333-120333) (the "Registration Statement"). This Post-Effective Amendment No. 1 to the Registration Statement has been filed by the Registrant to re-file the consent of Grant Thornton LLP, filed as Exhibit 23(a), solely to correct a typographical error with respect to the date of Grant Thornton's report referenced in such consent. All other portions of the Registration Statement, as previously filed, remain unchanged. No additional securities are to be registered, and registration fees were paid upon filing of the original Registration Statement. Therefore, no further registration fee is required.

Item 8. Exhibits.

Exhibit No.	Description
23(a)	- Consent of Grant Thornton LLP.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized at Melville, State of New York, on this 10th day of November, 2004.

CopyTele, Inc.

By: /s/ Denis A. Krusos

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

EXHIBIT INDEX

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23(a) -	Consent of Grant Thornton LLP.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated December 13, 2003, accompanying the financial statements and schedule included in the Annual Report on Form 10-K of CopyTele, Inc. for the year ended October 31, 2003 which is incorporated by reference in this Registration Statement. Our report, which expresses an unqualified opinion, contains an explanatory paragraph that states CopyTele, Inc. incurred a net loss during the year ended October 31, 2003, and, as of that date, has an accumulated deficit, and among other factors raise substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. We consent to the incorporation by reference in the Registration Statement of the aforementioned report and to the use of our name as it appears under the caption "Experts."

/s/ GRANT THORNTON LLP

Melville, New York
November 3, 2004