

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL                                 |           |
|--|-----------|
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|   |   |   |
|---|---|---|
| 1. Name and Address of Reporting Person*<br><u>HUYBRECHTS LUKE J</u><br><br>(Last) (First) (Middle)<br><u>5290 CONCOURSE DRIVE</u><br><br>(Street)<br><u>ROANOKE VA 24019</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>OPTICAL CABLE CORP [ OCCF ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>Senior Vice President</b> |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>02/29/2008</u>             |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)<br><u>02/29/2008</u>     |   |
|   |   | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price  |   |  |   |
| Common Shares                   | 02/29/2008                           |  | F                              |   | 5,880 <sup>(1)</sup>  | D          | \$5.63 | 77,660  | D  |   |
| Common Shares                   | 02/29/2008                           |  | F                              |   | 3,150 <sup>(4)</sup>  | D          | \$5.63 | 74,510  | D  |   |
| Common Shares                   | 02/29/2008                           |  | F                              |   | 5,750 <sup>(2)</sup>  | D          | \$5.37 | 68,760  | D  |   |
| Common Shares                   | 02/29/2008                           |  | F                              |   | 9,710 <sup>(3)</sup>  | D          | \$5.25 | 59,050  | D  |   |
| Common Shares                   | 02/29/2008                           |  | F                              |   | 9,113 <sup>(5)</sup>  | D          | \$5.25 | 49,937  | D  |   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
|  |  |                                      |  | Code                           | V | (A)  | (D) | Date Exercisable   | Expiration Date |   |  |  |   |  |

**Explanation of Responses:**

- The shares of restricted stock were granted pursuant to the Company's stock incentive plan and were subject to certain time vesting requirements. On February 29, 2008, Mr Huybrechts forfeited 5,880 shares of the award because he retired and did not fulfill the time vesting requirements of the grant.
- The shares of restricted stock were granted pursuant to the Company's stock incentive plan and were subject to certain time vesting requirements. On February 29, 2008, Mr Huybrechts forfeited 5,750 shares of the award because he retired and did not fulfill the time vesting requirements of the grant.
- The shares of restricted stock were granted pursuant to the Company's stock incentive plan and were subject to certain time vesting requirements. On February 29, 2008, Mr Huybrechts forfeited 9,710 shares of the award because he retired and did not fulfill the time vesting requirements of the grant.
- The shares of restricted stock were granted pursuant to the Company's stock incentive plan and were subject to certain performance vesting requirements. On February 29, 2008, Mr Huybrechts forfeited 3,150 shares of the award because he retired and the performance vesting requirements of the grant were not fulfilled.
- The shares of restricted stock were granted pursuant to the Company's stock incentive plan and were subject to certain performance vesting requirements. On February 29, 2008, Mr Huybrechts forfeited 9,113 shares of the award because he retired and the performance vesting requirements of the grant were not fulfilled.

/s/ Luke J. Huybrechts                      04/01/2008

\*\* Signature of Reporting Person                      Date

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

\* 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).

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

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 Number.