FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	DC	205/19
vvasiliilytuii,	D.C.	20049

STATEMENT	OF CHANG	ES IN BE	NEFICIAL	OWNERS	HIP

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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

1. Name and Address of Reporting Person* WILKIN NEIL D JR					2. Issuer Name and Ticker or Trading Symbol OPTICAL CABLE CORP [OCCF]										Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner						
				-										4	Officer (give title				(specify		
(Last) (First) (Middle)								est Tran	saction (I	/lonth/	Day/Ye	ar)				X	belov	v)	below		
						03/22/2004												President	and CEO		
(Street)					4. 11	4. If Amendment, Date of Original Filed (Month/Day/Year)										6. Individual or Joint/Group Filing (Check Applicable Line)					
(City)	(St	ate) (Zip)													X		•	ne Reporting Person		
,	•	·	,														Pers		e tnan One Rep	than One Reporting	
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																					
		Date	2. Transaction Date (Month/Day/Year)		Execution Date, if any		Code	Transaction Dis		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			(A) or 3, 4 aı	and Securities Beneficially Owned Following		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount		((A) or (D) Price				ed ction(s) 3 and 4)		(Instr. 4)		
Common	Stock			03/22	2/2004	4			P		5	00		A	\$ 5 .	17	64	,000(1)	D		
Common	Stock			03/22	2/2004	4			P		5	00		A	\$ 5 .	15	64	,500(1)	D		
Common	Stock			03/23	3/2004	4			P		2	50		A	\$ 5 .	05	64	,750 ⁽¹⁾	D		
Common	Stock																	115	I	By Daughter #1 ⁽²⁾	
Common	Stock																	115	I	By Daughter #2 ⁽²⁾	
Common	Stock																	115	I	By Daughter #3 ⁽²⁾	
Common	Stock																	115	I	By Son ⁽²⁾	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																					
1 Title of	2	2 Transaction	1			-an-						_			103)	0.0"	:	O Number of	. 1.0	11 Noture	
Security or Exercise (Month/Day/Year) if any			(ransaction of Code (Instr. Derive) Section (A) of Code (Instr. Section (A) of Code (Instruction		of Expir		Date Exercisable a xpiration Date Month/Day/Year)		Ai Se Ui De Se		7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4)			vative derivative Securities Beneficially Owned Following Reported	Securities Beneficially Owned Following Reported Transaction(Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)				
			Code	v	(A)	(D)	Date Exercis	Expirati Date	ion	Title	Amo or Num of Shar	nber									

Explanation of Responses:

- 1. Includes an award of 28,500 shares of restricted stock granted under the issuer's incentive plan, which award vests ratably over 16 quarterly installments beginning on January 31, 2004.
- 2. The reporting person disclaims beneficial ownership of all securities held by his minor children, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Neil D. Wilkin, Jr. 03/24/2004

** 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.