

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1 )

Optical Cable Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

683827109  
(CUSIP Number)

November 30, 2001  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which  
this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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 the disclosures provided in a prior  
cover page.

The information required in 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 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).

CUSIP No. 683827109 13G Page 2 of 6 Pages

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

The Bear Stearns Companies Inc.  
IRS# 13-3286161

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)  
(a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER  
SHARES \*\*

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY \*\*

EACH 7. SOLE DISPOSITIVE POWER

REPORTING \*\*

PERSON 8. SHARED DISPOSITIVE POWER

WITH \*\*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

\*\*

12. TYPE OF REPORTING PERSON\*

HC

CUSIP No. 683827109 13G Page 3 of 6 Pages

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Bear, Stearns Securities Corp.  
IRS# 13-3604093

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See instructions)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5. SOLE VOTING POWER

SHARES \*\*

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY \*\*

EACH 7. SOLE DISPOSITIVE POWER

REPORTING \*\*

PERSON 8. SHARED DISPOSITIVE POWER

WITH \*\*

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

\*\*

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

\*\*

12. TYPE OF REPORTING PERSON\*

BD

- Item 1(a). Name of Issuer is Optical Cable Corporation (the "Issuer").
- Item 1(b). The principal executive office of the Issuer is located at 5290 Concourse Drive, Roanoke, Virginia 24019.
- Item 2(a). The names of persons filing this statement is The Bear Stearns Companies Inc. (the "Filer").
- Item 2(b). The principal business office of the Filer is located at 245 Park Avenue, New York, New York 10167.
- Item 2(c). The Filer is Incorporated in Delaware.
- Item 2(d). This statement relates to shares of common stock of the Issuer.
- Item 2(e). The CUSIP number of the Securities is 683827109.
- Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C.78o).
- 182: (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- 184: (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with 240.3d-1(b)(1)(ii)(J).

If this statement is filed pursuant to 240.13d-1(c), check this box.

Item 4. Ownership.

\*\*

Item 5. Ownership of Five Percent or Less of a Class.

\*\*

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

\*\*

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Bear, Stearns Securities Corp is a subsidiary of The Bear Stearns

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

240: By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the Securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

\*\* Filer is in the process of liquidating shares held in the account of Robert Kopstein pursuant to his margin account. The number of shares to be liquidated is dependent upon the market agreement price at the time of liquidation and therefore is not readily determinable. As of the close of business on November 30, 2001, an aggregate amount of 10,547,300 shares have been sold by filer and the shares that would need to be sold to satisfy the remaining margin requirements represents less than 5% of the outstanding shares on that date. The Filer intends on liquidating only such number of shares as required to meet the margin requirements and does not intend to vote or direct the vote of such shares. The Filer disclaims beneficial ownership of any such shares.

CUSIP No. 683827109 13G Page 6 of 6 Pages

SIGNATURE

260: After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: December 7, 2001

THE BEAR STEARNS COMPANIES INC.

By: \_\_\_\_\_  
Name: Michael Alix  
Title: Senior Managing Director

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).