

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* <u>WILKIN NEIL D JR</u>			2. Issuer Name and Ticker or Trading Symbol <u>OPTICAL CABLE CORP [OCCF]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/17/2004</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(City)	(State)	(Zip)						

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 Stock	12/17/2004		A		45,000 ⁽¹⁾	A	\$0	116,250 ⁽²⁾	D	
Common Stock	01/12/2005		P		350	A	\$5.33	116,600 ⁽²⁾⁽⁴⁾	D	
Common Stock	01/12/2005		P		500	A	\$5.34	117,100 ⁽²⁾⁽⁴⁾	D	
Common Stock	01/12/2005		P		100	A	\$5.4	117,200 ⁽²⁾⁽⁴⁾	D	
Common Stock	01/12/2005		P		1,550	A	\$5.41	118,750 ⁽²⁾⁽⁴⁾	D	
Common Stock	01/12/2005		P		300	A	\$5.44	119,050 ⁽²⁾⁽⁴⁾	D	
Common Stock								115	I	By Daughter #1 ⁽³⁾
Common Stock								115	I	By Daughter #2 ⁽³⁾
Common Stock								115	I	By Daughter #3 ⁽³⁾
Common Stock								115	I	By Son ⁽³⁾

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:

- Represents awards of restricted stock under the issuer's incentive stock plan. An award in the amount of 15,000 shares vests ratably over 8 quarters beginning on January 31, 2005. An award in the amount of 21,000 shares vests ratably over 24 quarters beginning on January 31, 2005. An award in the amount of 9,000 shares vests over a six year award period based upon the achievement of certain performance goals.
- 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, 2005.
- 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.
- Includes the awards of restricted stock referenced in footnote #1.

Neil D. Wilkin, Jr.

01/14/2005

** 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.