

PRECISION OPTICS CORPORATION INC
 Form SC 13G/A
 February 12, 2002

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
 (Amendment No. 2)*

Precision Optics Corporation Inc.

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

740294103

(CUSIP Number)

December 31, 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:

--x- 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 ("Act") 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).

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 (1) NAME OF REPORTING PERSONS
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Fund III, L.P. F13-3737427
 MGP Advisers Limited Partnership F13-3263120

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

(a) | |
 (b) |X|

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(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware/New York

NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: (6) SHARED VOTING POWER None

(7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse

(8) SHARED DISPOSITIVE POWER None

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON
374,300

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
3.6

(12) TYPE OF REPORTING PERSON (See Instructions)
IV/IA

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(1) NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Special Situations Private Equity Fund, L.P. F13-3916551
MG Advisers, L.L.C. F13-3916549

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See
Instructions)
(a) | |
(b) |X|

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware/New York

NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse
SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: (6) SHARED VOTING POWER None

(7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse

(8) SHARED DISPOSITIVE POWER None

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(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

210,800

(10) CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

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

2.0

(12) TYPE OF REPORTING PERSON (See Instructions)

IV/IA

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(1) NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Technology Fund, L.P. F13-3937585
SST Advisers, L.L.C. F13-3937583

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

(a) | |
(b) |X|

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse
SHARES

BENEFICIALLY -----
- OWNED BY (6) SHARED VOTING POWER None

EACH -----
REPORTING (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse
PERSON WITH:

(8) SHARED DISPOSITIVE POWER None

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

149,000

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

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

1.4

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(12) TYPE OF REPORTING PERSON*

IV/IA

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(1) NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Special Situations Cayman Fund, L.P. 98-0132442
AWM Investment Company, Inc. 11-3086452

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

(a) | |

(b) |X|

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Grand Cayman/Delaware

NUMBER OF (5) SOLE VOTING POWER See Marxe/Greenhouse
SHARES

BENEFICIALLY

- OWNED BY (6) SHARED VOTING POWER None
EACH

REPORTING (7) SOLE DISPOSITIVE POWER See Marxe/Greenhouse
PERSON WITH:

(8) SHARED DISPOSITIVE POWER None

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

117,500

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

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

1.1

(12) TYPE OF REPORTING PERSON*

IV/IA

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(1) NAME OF REPORTING PERSON

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

Austin W. Marxe
David Greenhouse

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

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(a) | |
(b) |X|

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF (5) SOLE VOTING POWER 851,600
SHARES

BENEFICIALLY (6) SHARED VOTING POWER None
OWNED BY
EACH

REPORTING (7) SOLE DISPOSITIVE POWER 851,600
PERSON WITH:

(8) SHARED DISPOSITIVE POWER None

(9) AGGREGATE AMOUNT BENEFICALLY OWNED BY EACH REPORTING PERSON

851,600

(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (See Instructions)

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

8.1

(12) TYPE OF REPORTING PERSON*

IN

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Item 1.

(a) Name of Issuer: Precision Optics Corporation Inc.

(b) Address of Issuer's Principal Executive Offices:

22 East Broadway, Gardner, MA 01440-3338

Item 2.

(a) Name of Person Filing: This statement is filed on behalf of (i) Special Situations Fund III, L.P., a Delaware limited partnership ("SSF"); (ii) Special Situations Private Equity Fund, L.P., a Delaware limited partnership (the "Private Equity Fund"); (iii) Special Situations Technology Fund, L.P., a Delaware Limited Partnership (the "Technology Fund"); (iv) Special Situations Cayman Fund, L.P., a Cayman Islands limited partnership ("CAY"); (v) MGP Advisers Limited Partnership, a Delaware limited partnership, ("MGP") (vi) MG Advisers L.L.C., a New York limited liability company, ("MG"); (vii) SST Advisers, L.L.C., a Delaware limited liability company ("SST"); (viii) AWM Investment Company, Inc.; a Delaware Corporation, ("AWM"); (ix) Austin W. Marxe and (x) David Greenhouse. Each of the foregoing is hereinafter individually referred to as a "Reporting Person" and collectively as the "Reporting Persons."

(b) Address of Principal Business Office or, if none,
Residence: The principal office and business address of the Reporting Persons, other than CAY, is 153 East 53rd Street, New

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York, New York 10022. The principal office and business address of Cay is c/o CIBC Bank and Trust Company (Cayman) Limited, CIBC Bank Building, P. O. Box 694, Grand Cayman, Cayman Islands, BWI

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(c) Citizenship: SSF, the Private Equity Fund and Technology Fund are Delaware limited partnerships. CAY is a Cayman Island limited partnership. MGP is a Delaware limited partnership. MG is a New York limited liability company and SST Advisers L.L.C. is a Delaware limited liability company. AWM Investment Company, Inc., is a Delaware corporation. Austin W. Marx and David M. Greenhouse are United States citizens. The business of SSF, the Private Equity Fund, the Technology Fund and CAY is to acquire, purchase, invest in, sell, convey, transfer, exchange and otherwise trade in principally equity and equity related securities. The principal business of MGP is to act as general partner of and investment adviser to SSF. The principal business of MG is to act as general partner of and investment adviser to the Private Equity Fund. The principal business of SST is to act as general partner of and investment adviser to the Technology Fund. The principal business of AWM is the act as the general partner of and investment adviser to CAY. In addition, AWM is the general partner of MGP. The principal occupation of Austin W. Marx and David Greenhouse is to serve as officers, directors and members or principal shareholders of the Advisers.

2(d) Title of Class of Securities: See cover sheets.

2(e) CUSIP Number: See cover sheets.

Item 3. If this statement is filed pursuant to §240.13d-1(b) or 240.13d-2(b), check whether the person filing is a:

(a) Broker or Dealer registered under section 15 of the

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Act;

(b) Bank as defined in section 3(a) (6) of the Act;

(c) Insurance Company as defined in section 3(a) (19) of the Act;

(d) Investment Company registered under section 8 of the Investment Company Act of 1940;

(e) An Investment Adviser in accordance with §240.13d-1(b) (I) (ii) (E);

(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b) (I) (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;

(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;

(j) Group, in accordance with §240.13d-1(b) (1) (ii) (J). See Exhibit A attached hereto.

Item 4. Ownership:

(a) Amount Beneficially Owned: 851,600 shares of Common Stock are beneficially owned by Austin W. Marx and David Greenhouse; of which 374,300 shares of common stock are owned by SSF, 210,800 shares of common stock are owned by the Private Equity Fund, 149,000 shares of common stock are owned by the Technology Fund and 117,500 shares of common stock are owned by CAY.

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(b) Percent of Class: 8.1 percent of the Common Stock are beneficially owned by Austin Marx and David Greenhouse. 3.6 percent are owned by SSF, 2.0 percent are owned by the Private Equity Fund, 1.4 percent are beneficially owned by the

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Technology Fund, and 1.1 percent are beneficially owned by CAY.

(c) Number of Shares as to which the person has Rights to Vote and/or Dispose of Securities: SSF, MGP, The Private Equity Fund, MG Adviser L.L.C, the Technology Fund, SST Advisers L.L.C., CAY and AWM have sole power to vote or to direct the vote and to dispose or to direct the disposition of all securities reported hereby which are respectively beneficially owned by each Fund and its Adviser.

Austin Marx and David Greenhouse have shared power to vote or to direct the vote of and to dispose or to direct the disposition of securities reported hereby which are beneficially owned by Austin Marx and David Greenhouse by virtue of being Executive Officers of the Investment Advisers.

Item 5. Ownership of Five Percent or Less of a Class: If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

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Item 6. Ownership of More than Five Percent on Behalf of Another Person: SSF, The Private Equity Fund, the Technology Fund and CAY as owners of the securities in question, have the right to receive any dividends from, or proceeds from the sale of, such securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security being Reported on By the Parent Holding Company: See Exhibit A attached hereto.

Item 8. Identification and Classification of Members of the Group: Not applicable

Item 9. Notices of Dissolution of Group: Not applicable.

Item 10. Certification:

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 are 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 that purpose or effect.

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SIGNATURE

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.

Dated: February 8, 2002

SPECIAL SITUATIONS FUND III, L.P.

By: /s/ Austin W. Marx

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Austin W. Marxe
Managing Director

MGP ADVISERS LIMITED PARTNERSHIP

By: /s/ Austin W. Marxe
Austin W. Marxe
Chief Executive Officer

SPECIAL SITUATIONS PRIVATE EQUITY FUND, L.P.

By: /s/ Austin W. Marxe
Austin W. Marxe
Managing Director

MG ADVISERS L.L.C.

By: /s/ Austin W. Marxe
Austin W. Marxe
President and Chief Executive Officer

SPECIAL SITUATIONS TECHNOLOGY FUND, L.P.

By: /s/ Austin W. Marxe
Austin W. Marxe
Managing Director

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SST ADVISERS L.L.C

By: /s/ Austin W. Marxe
Austin W. Marxe
President and CEO

SPECIAL SITUATIONS CAYMAN FUND, L.P.

By: /s/ Austin W. Marxe
Austin W. Marxe
Managing Director

AWM INVESTMENT COMPANY, INC.

By: /s/ Austin W. Marxe
Austin W. Marxe
President and CEO

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/s/ Austin W. Marxe
AUSTIN W. MARXE

/s/David M Greenhouse
DAVID GREENHOUSE

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EXHIBIT A

This Exhibit explains the relationship between the Reporting Persons. MGP Advisers Limited Partnership (MGP), a Delaware limited partnership, is the general partner of the Special Situations Fund III, L.P., a Delaware limited partnership. MG Advisers L.L.C. (MG), a New York limited liability company, is the general partner of the Special Situations Private Equity Fund, L.P., a Delaware Limited Partnership. SST Advisers L.L.C., A Delaware limited liability company (SST) is the general partner of the Special Situations Technology Fund, L.P., a Delaware Limited Partnership. AWM Investment Company, Inc., a Delaware corporation (AWM) is the general partner of the Special Situations Cayman Fund, L.P., a Cayman Islands limited partnership as well as the general partner of MGP. Austin W. Marxe and David M. Greenhouse are the principal owners of MGP, MG and SST and are principally responsible for the selection, acquisition and disposition of the portfolios securities by the investment advisers on behalf of their Fund.