Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940 <TABLE> <CAPTION> <C> <S> 1. Name and Address of Reporting Person 2. Date of Event 4. Issuer Name and Ticker or Trading Symbol WPCS International Incorporated Re-quiring ("WPCS") Donald C. Walker Statement (Month/Day/Year) December 30, 2002 (Last) (First) (Middle) 3. IRS or Social 5. Relationship of 6. If Amendment, Date of Security Reporting Person to Original Issuer (Check all Number of (Month/Day/Year) c/o Walker Comm, Inc. Reporting applicable) 521 Railroad Avenue Person Director 10% Owner (Voluntary) X Officer ____ Other ---- (give (specify title below) below) Executive Vice President, Project Services Division Fairfield CA 94533 _ ------Table I - Non-Derivative Securities Beneficially Owned (State) (Zip) (City) _ ------1. Title of Security 2. Amount of Ownership 4. Nature of Indirect (Instr. 4) Securities Form: Direct Beneficial Ownership Beneficially (D) or Indirect (Instr. (I)(Instr.5) 1,217,145 Common Stock, \$.001 par value ______ Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly (Over) (Print or Type Responses) SEC 1473 (8-92) </TABLE> <TABLE> <CAPTION> FORM 3 (continued) Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) <S> <C> <C>

6.Nature of				
(Instr. 4)	Exer-cisable	Underlying Derivative Security	Conver-sion	Owner-
ship Indirect				
	and	(Instr. 4)	or	Form
Beneficial	Ermination		Exercise	of
Ownership	Expiration		Exercise	OI
Ownership	Date		Price	Deriv-
ative (Instr. 5)	2400		11100	20111
, , , , , , , , , , , , , , , , , , , ,	(Month/Day/Ye	ar)	of	
Security:	•			
5)			Deri-vative Security	Direct (D) or Indirect (I) (Instr.
Da		Amount		
	er- tion	or		
ci	sable Date	Title Number		
		of Shares		
Explanation of Responses:				
** International misstatements or omission	ons of facts co	nstitute Federal Criminal Violation:	3. /s/ Dona	ld C. Walker
1/06/02	(2)		Dono	1 d C
See 18 U.S.C. 1001 and 15 U.S.C. 78ff Walker Date	(a).		DONA	ld C.
Marker pace				
			**Signati	ure of
Reporting Person			2	
Note: File three copies of this Form, one See Instruction 6 for procedure.	e of which must	be manually signed. If space provi	ded is insuffic	cient.

</TABLE>

1. Title of Derivative Security 2. Date 3. Title and Amount of Securities 4. 5.