FORM 4

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

OMB APPROVAL
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hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

e Responses	s)														
1. Name and Address of Reporting Person * WALKER DONALD C			2. Issuer Name and Ticker or Trading Symbol WPCS INTERNATIONAL INC [WPCS]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director10% Owner					
(Last) (First) (Middle) WPCS INTERNATIONAL INCORPORATED, 140 SOUTH VILLAGE AVE. SUITE 20			3. Date of Earliest Transaction (Month/Day/Year) 03/22/2004					X_Office				elow)			
(Street) EXTON, PA 19341			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person							
	(State)	(Zip)		T	able I -	Non-	-Deriv	ative S	ecurities	Acqui	ired, Dispo	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any		f Code (Instr. 8)		(.			of (D)	D) Beneficially Owned Foll Reported Transaction(s)		ollowing Ov s) Fo	Ownership Form:	7. Nature of Indirect Beneficial Ownership
				(Month/Day/Tear)		de	V A	Amount	(A) or (D)	Price	(msu. 3 a	su. 3 and 4)		\ /	
Stock		03/22/2004			S	5	1	10,000	D	\$ 1.02	1,116,64	45		D	
Common Stock 03/22/2004				S	5	2	20,000		\$ 1.03	1,106,645		D			
eport on a s	eparate line fo					F	Person contai the for	ns who ined in rm dis	respoi this for plays a	rm are curre	not requesting ntly valid	uired to res OMB con	spond unle	ess	1474 (9-02)
		(e.g., puts,		arrant	s, opt	ions, c	onvert	ble secu	rities)			T		_
1. Title of Derivative Security (Instr. 3) Conversion or Exercise Price of Derivative Security		onversion Exercise (Month/Day/Year) Execution Date any (Month/Day/Year) Execution Date any (Month/Day/Year)		re, if Transaction Number Of Code		er ative ties red sed 3,	and Expiration Date (Month/Day/Year) An Un Sec		Amo Und Secu (Inst	ount of erlying urities		Derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect	Ownersh (Instr. 4)	
							Date		Expiration Date	n Title	Amount or Number				
	Address of DONAL TERNAT DRATED TE 20 PA 19341 curity Stock Stock eport on a s Conversion or Exercise Price of Derivative	Address of Reporting Per DONALD C (First) TERNATIONAL DRATED, 140 SOUT TE 20 (Street) PA 19341 (State) Curity Stock Conversion of Exercise Price of Derivative 3. Transactio Date (Month/Day/	Address of Reporting Person DONALD C (First) (Middle) TERNATIONAL DRATED, 140 SOUTH VILLAGE TE 20 (Street) PA 19341 (State) (Zip) Curity 2. Transaction Date (Month/Day/Year) Stock 03/22/2004 Stock 03/22/2004 Eport on a separate line for each class of secure Table II - I (Conversion of Date (Month/Day/Year) Table II - I (Month/Day/Year) A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person 2. Issue WPCS (First) (Middle) 3. Date of 03/22/22 (Street) 4. If Amount PA 19341 (State) (Zip) Curity 2. Transaction Date (Month/Day/Year) Stock 03/22/2004 Stock 03/22/2004 Stock 03/22/2004 Table II - Derivative (e.g., puts, pu	Address of Reporting Person* DONALD C (First) (Middle) TERNATIONAL DRATED, 140 SOUTH VILLAGE TE 20 (Street) (Street) (State) (Zip) (Strewing) 2. Issuer Name of WPCS INTER 3. Date of Earlies 03/22/2004 4. If Amendment, 2A. Deemed Execution Date, if any (Month/Day/Year) Stock 03/22/2004 Stock 03/22/2004 Table II - Derivative Securities (e.g., puts, calls, work) Conversion of Exercise (Month/Day/Year) 2. Table II - Derivative Securities (e.g., puts, calls, work) Conversion of Exercise (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, work) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, work) (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person* DONALD C (First) (Middle) TERNATIONAL DRATED, 140 SOUTH VILLAGE TE 20 (Street) (State) (Zip) (State) (Zip) (State) (Zip) Table I- Execution Date, if any (Month/Day/Year) (Instr. A) Stock (A) (B) (Code (B) (Conversion or Exercise Price of Orrivative Security (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person 2. Issuer Name and Ticker of WPCS INTERNATION I (First) (Middle) TERNATIONAL DRATED, 140 SOUTH VILLAGE TE 20 (Street) 4. If Amendment, Date Origin PA 19341 (State) (Zip) Table 1 - Non Date (Month/Day/Year) (Month/Day/Year) Stock 03/22/2004 Stock 0	Address of Reporting Person DONALD C (First) (Middle) TERNATIONAL DRATED, 140 SOUTH VILLAGE TE 20 (Street) 4. If Amendment, Date Original File (State) (Zip) Table I - Non-Deriv (Month/Day/Year) 2. 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Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (E.g., puts, calls, warrants, options, convertible seeu (A) or Disposed of (Instr. 8) 6. Date Exercisable and Expiration Date (Month/Day/Year) (Month/Day/Year)	Address of Reporting Person* DONALD C (First) (Middle) TERNATIONAL DRATED, 140 SOUTH VILLAGE TE 20 (Street) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 8) (Instr. 8) 10,000 D \$ 1.02 Persons who respond to contained in this form are the form displays a current form displays a current form of Date (Reg., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired (A) or Disposed of, or Beneficial (Month/Day/Year) Persons who respond to contained in this form are the form displays a current form displays a current form of Date (Month/Day/Year)	Address of Reporting Person* LDONALD C (First) (Middle) TERNATIONAL BRATED, 140 SOUTH VILLAGE TE 20 (Street) 2. 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Title Application Code (Instr. 3, 4, and 5) 1. Title Application Code (Instr. 3, 4, and 5) 1. Date Exercisele (Month/Day/Year) 1. Title Application Code (Instr. 3, 4, and 5)	Address of Reporting Person.* DONALD C (First) DONALD C (First) (Middle) TERNATIONAL DRATED, 140 SOUTH VILLAGE TE 20 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) Date (Month/Day/Year) Stock 03/22/2004 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date (Execution Date, if (A) or Disposed of (D) (Instr. 3, 4 and 5) Persons who respond to the collection of int conversion Date (Month/Day/Year) 3. Transaction Date (R) Or D S 1,116,645 1,106,645 Persons who respond to the collection of int conversion Date (Month/Day/Year) 3. 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Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
WALKER DONALD C WPCS INTERNATIONAL INCORPORATED 140 SOUTH VILLAGE AVE. SUITE 20 EXTON, PA 19341			EVP- Project Services				

Signatures

Donald C. Walker	03/26/2004

**Signature of Reporting Person	Date		

Explanation of Responses:

- * 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.