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

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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

												,	
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) Director 10% Owner			
(Last) (First) (Middle) C/O WPCS INTERNATIONAL INCORPORATE, 140 SOUTH VILLAGE AVE, SUITE 20				3. Date of Earliest Transaction (Month/Day/Year) 12/21/2004								elow)	
	4. If Amendm	ent, D	ate Ori	ginal I	Filed(Month	n/Day/Year))	_X_ Form fil	ed by One Repo	orting Person	• • •	ole Line)	
(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
2. Transaction Date (Month/Day/Year)	any		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)			of Indirect Beneficial			
			Code	V	Amoun	(A) or (D)	Price		and 4)			Ownership (Instr. 4)	
12/21/2004			S		74,000) D	\$ 0.37	775,145	5		D		
12/21/2004			S		166,00	00 D	\$ 0.38	609,145		D			
ne for each class of secu	rities beneficial	ly own	ned dire	ctly o	· indirectly	y							
				cor	tained ii	n this fo	orm ar	e not requ	uired to res	spond unle	ss	1474 (9-02)	
								lly Owned					
otion 3A. Deemed Execution Day/Year) any	4. Transaction Code		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		and Expiration Date (Month/Day/Year) Am Und Section 2			Fitle and count of derlying curities str. 3 and	Derivative Security	Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivati Security Direct (I or Indire	Beneficial Ownersh (Instr. 4)	
								Amount					
	(Middle) NAL ITH VILLAGE 2. Transaction Date (Month/Day/Year) 12/21/2004 12/21/2004 12/21/2004 Table II - ction Day/Year) 3A. Deemed Execution Day any	(Middle) NAL ITH VILLAGE A. If Amendment	WPCS INTERN (Middle) NAL ITH VILLAGE 4. If Amendment, D 2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Mo	WPCS INTERNATION (Middle) NAL ITH VILLAGE A. If Amendment, Date Original Street Securities Acquired (e.g., puts, calls, warrants, or code (Instr. 8) Day/Year Day/Year	WPCS INTERNATIONAL 3. Date of Earliest Transaction (Machine) WITH VILLAGE 4. If Amendment, Date Original Final	WPCS INTERNATIONAL INC [VINAL (Middle)] NAL (Middle) NAL (12/21/2004) 4. If Amendment, Date Original Filed(Month 12/21/2004) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Transaction (A) or Equation (A) or Equation (Day/Year) 4. S (Instr. 8) 74,000 12/21/2004 S 166,00 Persons where the form distributed in the form distributed in the form distributed in the form distributed (A) or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, Instrument) (Month/Day/Year) (Month/Day/Year)	WPCS INTERNATIONAL INC [WPCS] 3. Date of Earliest Transaction (Month/Day/Year) 12/21/2004 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) 4. S. Transaction (Month/Day/Year) 4. S. Transaction (Month/Day/Year) 4. S. Transaction (Month/Day/Year) 4. S. Transaction (Month/Day/Year) Persons who respect contained in this for the form displays and Expiration Date (Month/Day/Year) A. Deemed Execution Date, if any (Month/Day/Year) A. Deemed Execution Date (Month/Day/Year) A. Deemed Execution Date (Mo	WPCS INTERNATIONAL INC [WPCS] 3. Date of Earliest Transaction (Month/Day/Year) 12/21/2004 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (A) or Disposed of (D) (Instr. 3), 4 and 5) Code V Amount (D) Price (A) or Disposed of (D) (Instr. 3), 4 and 5) 2. Transaction Date, if (A) or Disposed of (D) (Instr. 3), 4 and 5) Code V Amount (D) Price (A) or Disposed of (D) (Instr. 3), 4 and 5) Persons who respond to contained in this form are the form displays a curre (A) or Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (A) or Disposed of (D) (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficial (A) or Disposed of (D) (Instr. 8) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 8) (Instr. 8)	WPCS INTERNATIONAL INC [WPCS] 3. Date of Earliest Transaction (Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Amount (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V Amount (D) Price 12/21/2004 8. 74,000 D \$ 0.37 775,143 12/21/2004 8. 166,000 D \$ 0.38 609,143 Persons who respond to the collect contained in this form are not required form displays a currently valid (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (E.g., puts, calls, warrants, options, convertible securities) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 8) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)	WPCS INTERNATIONAL INC [WPCS] AL (Middle)	WPCS INTERNATIONAL INC [WPCS] (Middle) NAL (Middle) NAL (ITH VILLAGE) 4. If Amendment, Date Original Filed(Month/Day/Year) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Month/Day/Year) (Month/Day/Y	WPCS INTERNATIONAL INC [WPCS]	

Reporting Owners

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

Signatures

Donald C. Walker	12/22/2004
	,

**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.