

U.S. SECURITIES AND EXCHANGE COMMISSION

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>  
 <S> <C> <C> <C>

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1. Name and Address of Reporting Person  
 Trading Symbol ("WPCS")  
 Walker Donald C.

2. Date of Event  
 Re-quiring Statement  
 (Month/Day/Year)  
 December 30, 2002

4. Issuer Name and Ticker or  
 WPCS International Incorporated

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(Last) (First) (Middle)  
 Amendment, Date of Original  
 (Month/Day/Year)  
 c/o Walker Comm, Inc.  
 521 Railroad Avenue  
 Services Division

3. IRS or Social Security Number of Reporting Person (Voluntary)

5. Relationship of Reporting Person to Issuer (Check all applicable)  
 Director 10% Owner  
 X Officer Other  
 (give title below) (specify below)

6. If Executive Vice President, Project

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Fairfield CA 94533

(City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

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1. Title of Security of Indirect Beneficial Ownership (Instr. 4)  
 5)

2. Amount of Securities Beneficially Owned

3. Ownership Form: Direct (D) or Indirect (I) (Instr.5)

4. Nature (Instr.)

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Common Stock, \$.001 par value 1,217,145 D

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)  
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<TABLE>  
<CAPTION>  
FORM 3 (continued)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<S> <C> <C> <C> <C>

