

# FORM 4

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

OMB APPROVAL	
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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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>BARRON PARTNERS LP</b>		2. Issuer Name and Ticker or Trading Symbol <b>WPCS INTERNATIONAL INC [wpcs]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____	
(Last) <b>730 FIFTH AVENUE, 9TH FLOOR</b>	(First) <b></b>	(Middle) <b></b>	3. Date of Earliest Transaction (Month/Day/Year) <b>12/15/2005</b>		
(Street) <b>NEW YORK, NY 10019</b>			4. If Amendment, Date Original Filed(Month/Day/Year) <b>12/19/2005</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.0001	12/15/2005 <sup>(1)</sup>		S		40,000	D	\$ 9.53	0	D	
Common Stock, par value \$0.0001	12/16/2005		X		30,000	A	\$ 8.40	30,000	D	
Common Stock, par value \$0.0001	12/16/2005		S		30,000	D	\$ 10	0 <sup>(2)</sup>	D	
Common Stock, par value \$0.0001	12/19/2005		X		63,100 <sup>(2)</sup>	A	\$ 8.40	63,100	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Common Stock Purchase Warrant	\$ 8.40	12/16/2005		X		30,000	11/17/2004	11/16/2009	Common Stock, par value \$0.0001	30,000	\$ 8.40	346,666	D	
Common Stock Purchase Warrant	\$ 8.40	12/19/2005		X		63,100 <sup>(2)</sup>	11/17/2004	11/16/2009	Common Stock, par value \$0.0001	63,100	\$ 8.40	283,566 <sup>(2)</sup>	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARRON PARTNERS LP 730 FIFTH AVENUE 9TH FLOOR NEW YORK, NY 10019		X		

## Signatures

Andrew B. Worden, Managing Director, General Partner Entity

12/22/2005

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).

(1) The shares being reported as sold on December 15, 2005 were acquired upon exercise of common stock purchase warrants on December 15, 2005 as reported on the Form 4 filed on December 19, 2005

(2) The amount previously reported was in error.

### Remarks:

As of 12/19/05 the Reporting Person is no longer subject to Section 16.

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.