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OSI SYSTEMS INC

Reported by

GOOD STEVEN C

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 10/03/97 for the Period Ending 10/01/97

Address	12525 CHADRON AVE HAWTHORNE, CA 90250
Telephone	3109780516
CIK	0001039065
Symbol	OSIS
SIC Code	3674 - Semiconductors and Related Devices
Industry	Scientific & Technical Instr.
Sector	Technology
Fiscal Year	06/30

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+--------+ | FORM 3 | 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

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1. Name and Address of Reporting Person

Good	Steven	C.
(Last)	(First)	(Middle)

12525 Chadron Avenue
(Street)

Hawthorne	California	90250
(City)	(State)	(Zip)

2. Date of Event Requiring Statement (Month/Day/Year) 10/1/97

3. IRS or Social Security Number of Reporting Person (Voluntary) 000-00-0000

4. Issuer Name and Ticker or Trading Symbol OSIS

5. Relationship of Reporting Person to Issuer (Check all applicable)

[X] Director [ ] Officer [ ] 10% Owner [ ] Other
(give title below) (specify below)

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6. If Amendment, Date of Original (Month/Day/Year)

TABLE I--NON-DERIVATIVE SECURITIES BENEFICIALLY OWNED

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, no par value	17,813*	D	
Common Stock, no par value	22,500**	I	

*Includes 2,813 shares issuable pursuant to fully vested options.

**Includes 22,500 shares held by Steve Cary Good and Bari Anne Good Trust.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. (Print or Type Responses)

FORM 3 (continued)

TABLE II--DERIVATIVE SECURITIES BENEFICIALLY OWNED
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options to Purchase Common Stock	*	8/22/00	Common Stock	5,625	$ 2.00	D	
Options to Purchase Common Stock	**	5/31/02	Common Stock	5,000	$13.50	D	

Explanation of Responses:

* 2,813 options are fully vested. Remainder vest over a three-year period from the grant date.

** Vest over a four-year period from date of grant.

*** 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 provided is insufficient, See Instruction 6 for procedure.

/s/ Steven C. Good *9/30/97*

***Signature of Reporting Person* *Date*

By:

For:

End of Filing

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