

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF 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 * REID JASON LEE	2. Date of Event Requiring Statement (Month/Day/Year) 06/19/2008	3. Issuer Name and Ticker or Trading Symbol Coda Octopus Group, Inc. [CDOC.OB]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chief Executive Officer / President	5. If Amendment, Date Original Filed(Month/Day/Year) 09/21/2007
(Last) (First) (Middle) 164 WEST 25TH STREET, 6TH FLOOR	(Street) NEW YORK, NY 10001	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)	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, Par Value \$0.001	501,479	D	
Common Stock, Par Value \$0.001	19,523,251	I	Fairwater Technology Group Ltd. (1)
Common Stock, Par Value \$0.001	280,720	I	Softworks Business Systems Solutions Ltd. (2)
Common Stock, Par Value \$0.001	172,540	I	Spouse

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

SEC 1473 (7-02)

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

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	09/20/2007	05/01/2009	Common Stock	400,000	\$ 1	D	
Warrants	09/20/2007	05/05/2012	Common Stock	1,373,209	\$ 1.3	I	Fairwater Technology Group Ltd. (1)
Warrants	09/20/2007	05/05/2012	Common Stock	1,373,209	\$ 1.7	I	Fairwater Technology Group Ltd. (1)
Warrants	09/20/2007	05/05/2012	Common Stock	25,000	\$ 1.3	I	Softworks Business Systems Solutions

							Ltd. (1)
Warrants	09/20/2007	05/05/2012	Common Stock	25,000	\$ 1.7	I	Softworks Business Systems Solutions Ltd. (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REID JASON LEE 164 WEST 25TH STREET, 6TH FLOOR NEW YORK, NY 10001	X	X	Chief Executive Officer	President

Signatures

/s/ Jason Reid		06/30/2008
**Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 Reporting person may be deemed to be a control person of this entity.

(2) The Reporting person may be deemed to be a control person of this entity.

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.