FORM 4

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

OMB APPROVAL					
OMB Number:	3235-0287				
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ours per response	e 0.5				

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 * FRANK JODY ERIC (Last) (First) (Middle)				Issuer Name and Ticker or Trading Symbol Coda Octopus Group, Inc. [CDOC.OB] Date of Earliest Transaction (Month/Day/Year)								5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X Officer (give title below) Other (specify below)				
C/O CODA OCTOPUS GROUP, INC., 164 WEST				03/26/2008							L	Chief Financial Officer				
(Street) NEW YORK, NY 10001				4. If Amendment, Date Original Filed(Month/Day/Year)								6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City		(State)	(Zip)	Table I - Non-Derivative Securities Acquire					ed, Disposed	l of, or Ben	eficially Ow	ned				
1.Title of S (Instr. 3)	Security		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/			3. Trans Code (Instr. 8	(4	4. Securities Acq (A) or Disposed (Instr. 3, 4 and 5)		f (D)	Beneficially (Amount of Securities eneficially Owned Following eported Transaction(s) nstr. 3 and 4)		6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership
				`			Code	e V A	Amount	(A) or (D)	Price		5 ana 1)		or Indirect (I) (Instr. 4)	(Instr. 4)
Common	Stock, \$0.	001 par value	03/26/2008				A	1	00,000	A	\$ 0	114,226			[<u>(1)</u>	See Footnote (1)
Common	amon Stock, \$0.001 par value 06/19/2008		06/19/2008				A	1	11,682 A	A	\$ 0	125,908			[(1)	See Footnote
Reminder:	Report on a s	separate line for eac	ch class of securities	s beneficia	ally o	owned	l directly	Person contain	s who r	his forr	n are r	e collection	d to respo	nd unless		1474 (9-02)
Reminder: 1	Report on a	separate line for each	ch class of securities	s beneficia	ally o	owned	directly	Person contain	s who r	his forr	n are r		d to respo	nd unless		1474 (9-02
1. Title of Derivative Security (Instr. 3)	2. Conversion	3. Transaction	Table II - I	Derivative e.g., puts, 4. Transac Code	e Secondary	s, war	es Acqu rrants, of Ember 6 Evative (Prities ired or	Person contain form d	s who remed in the splays osed of, onvertible reisable aparts	or Bene e securi	ficially ities) 7. Title Amoun Underly Securiti	oot required alid OMB coord and tof ying	d to respon ontrol num	nd unless to nber. 9. Number of	of 10. Owners Form o Derivat Security Direct (or Indir	11. Nather of Indirection of Indirec
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - D	Derivative e.g., puts, 4. Transac Code	e Secondaria	5. Nu of Deriv Securi Acqui (A) of Dispo	es Acquerrants, of Example (1) (1) (2) (2) (3) (4) (4) (4) (5) (6) (6) (6) (6) (6) (6) (6) (6) (6) (6	Person contain form d lired, Dispositions, contains, con	s who remed in the splays osed of, onvertible reisable aparts	or Bene e securi	ficially ities) 7. Title Amoun Underly Securiti	ot required alid OMB c Owned and and t of ying ies 3 and 4)	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported	of 10. Owners Form o Derivat Security Direct (or Indir	11. Nat of India f ive owners (Instr. 4
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - D	Derivative e.g., puts, 4. Transac Code	e Secondaria	5. Nu of Deriv Secur Acqu (A) o Dispo of (D (Instr	es Acquerrants, umber 6 Evative (!rities in cosed or cosed of cose	Person contain form d lired, Dispositions, contains, con	s who remed in the splays osed of, onvertible reisable aparts	his forma curre	ficially ities) 7. Title Amoun Underly Securiti	ont required alid OMB of Owned and the of the ying ties	8. Price of Derivative Security	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form o Derivat Security Direct (or Indir (s) (I)	11. Nat of India f ive owners (Instr. 4
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative	3. Transaction Date	Table II - D	Derivative e.g., puts, 4. Transac Code (Instr. 8	e Sec Sec Sec Sec Sec Sec Sec Sec Sec Se	suritions, was suritions of the control of the cont	es Acquerrants, umber 6 Evative (!rities in cosed or cosed of cose	Persor contain form d irred, Disposorions, co- options, co- to Date Exert Expiration I Month/Day	s who red in the splays osed of, convertible cisable a late /Year)	his forma curre	ficially vities) 7. Title Amoun Underly Securiti (Instr. 3	and tof ying ies 3 and 4) Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction	of 10. Owners Form o Derivat Security Direct (or Indir (s) (I)	11. Nat of India f ive owners (Instr. 4
I. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date	Table II - D	Derivative e.g., puts, 4. Transac Code (Instr. 8	e Sec Sec Sec Sec Sec Sec Sec Sec Sec Se	suritions, was suritions of the control of the cont	es Acquerrants, cumber 6 Evative (Irities rosed Prosed Pro	Persor contain form d ired, Dispersor options, contain form d Date Exercisapiration I Month/Day	s who red in the splays osed of, onvertible cisable a bate /Year) Expira Date 05/01	his form a curre or Bene e securiund	m are rently varieties) 7. Title Amoun Underly Securiti (Instr. 3	and tof ying ies 8 and 4) Amount or Number of Shares and 80,750	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	of 10. Owners Form o Derivat Security Direct (or Indir (I) (Instr. 4	11. Nat of India f ive owners (Instr. 4

B (Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
FRANK JODY ERIC C/O CODA OCTOPUS GROUP, INC. 164 WEST 25TH STREET, 6TH FLOOR NEW YORK, NY 10001			Chief Financial Officer			

Signatures

/s/ Jody Eric Frank	06/30/2008
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) Out of this amount, the current acquired shares plus 1,226 shares are directly and beneficially owned by the Reporting Person. Furthermore, the remaining 13,000 shares are indirectly owned through Drummer Capital Management LP. of which entity the reporting person acts as a General Partner.
- (2) Immediate

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.