

FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response...	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 <small>(Last) (First) (Middle)</small> C/O CODA OCTOPUS GROUP, INC., 164 WEST 25TH STREET, 6TH FLOOR <small>(Street)</small> NEW YORK, NY 10001 <small>(City) (State) (Zip)</small>		2. Issuer Name and Ticker or Trading Symbol Coda Octopus Group, Inc. [CDOC.OB]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <small>Director</small> _____ <small>10% Owner</small> _____ <input checked="" type="checkbox"/> <small>Officer (give title below)</small> _____ <small>Other (specify below)</small> _____ Chief Financial Officer
		3. Date of Earliest Transaction (Month/Day/Year) 03/26/2008	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
		4. If Amendment, Date Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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, \$0.001 par value	03/26/2008		A		100,000	A	\$ 0	114,226	I (1)	See Footnote (1)
Common Stock, \$0.001 par value	06/19/2008		A		11,682	A	\$ 0	125,908	I (1)	See Footnote (1)

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	(A)	(D)	Date Exercisable	Expiration Date					
Options	\$ 1.30							(2)	05/01/2012	Common Stock	80,750	0	D	
Options	\$ 1.30							04/01/2008	05/01/2012	Common Stock	78,375	0	D	
Options	\$ 1.30							04/01/2009	05/01/2012	Common Stock	78,375	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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
<small>Signature of Reporting Person</small>	<small>Date</small>

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.

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