

# 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>CUNNINGHAM BLAIR GRAEME</b>		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) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Chief Technology Officer	
(Last) (First) (Middle) C/O CODA OCTOPUS GROUP, INC., 164 WEST 25TH STREET, 6TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 08/14/2008			
(Street) NEW YORK, NY 10001		4. If Amendment, Date Original Filed(Month/Day/Year)		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, \$0.001 par value							522,946	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						Title
Options	\$ 1.3	08/14/2008		A		0		(2)	08/14/2013	Common Stock	17,000	\$ 1.3	1.3	D	
Options	\$ 1.3	08/14/2008		A		0		11/01/2008	08/14/2013	Common Stock	16,500	\$ 1.3	1.3	D	
Options	\$ 1.3	08/14/2008		A		0		11/01/2009	08/14/2013	Common Stock	16,500	\$ 1.3	1.3	D	
Options	\$ 1.00							(2)	05/01/2011	Common Stock	200,000		0	D	
Warrants	\$ 1.30							09/20/2007	05/05/2012	Common Stock	25,000		0	I	Softworks Business Systems Solutions Ltd.
Warrants	\$ 1.70							09/20/2007	05/05/2012	Common Stock	25,000		0	I	Softworks Business Systems Solutions Ltd.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUNNINGHAM BLAIR GRAEME C/O CODA OCTOPUS GROUP, INC. 164 WEST 25TH STREET, 6TH FLOOR NEW YORK, NY 10001			Chief Technology Officer	

## Signatures

/s/ Blair Cunningham	08/14/2008
<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 228,477 shares are directly and beneficially owned by the Reporting Person. Furthermore, the remaining 282,787 shares are indirectly owned through Softworks Business Systems Solutions Ltd. of which entity the reporting person acts as a Director.

(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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