

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended
March 31, 2004

Commission File Number
0-17187

LOGIC Devices Incorporated

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

94-2893789
(I.R.S. Employer
Identification Number)

395 West Java Drive, Sunnyvale, California 94089
(Address of principal executive offices)
(Zip Code)

(408) 542-5400
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of the issuer's classes of common stock, as of the latest practicable date. On May 10, 2004, 6,743,188 shares of Common Stock, without par value, were issued and outstanding.

LOGIC Devices Incorporated

INDEX

	<u>Page Number</u>
Part I. – Financial Information	
<u>Item 1. Financial Statements</u>	
Balance Sheets as of March 31, 2004 and September 28, 2003	3
Statements of Operations for the fiscal quarter ended March 31, 2004 and March 30, 2003	4
Statements of Operations for the six fiscal months ended March 31, 2004 and March 30, 2003	5
Statements of Cash Flows for the six fiscal months ended March 31, 2004 and March 30, 2003	6
Notes to Financial Statements	7
<u>Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	9
<u>Item 3. Quantitative and Qualitative Disclosures about Market Risk</u>	11
<u>Item 4. Controls and Procedures</u>	11
Part II. – Other Information	12
<u>Item 1. Legal Proceedings</u>	12
<u>Item 4. Submission of Matters to a Vote of Security Holders</u>	13
<u>Item 6. Exhibits and Reports on Form 8-K</u>	14
Signatures	15

Part I – FINANCIAL INFORMATION

Item 1. Financial Statements

Balance Sheets

	March 31, 2004 (unaudited)	September 28, 2003
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 1,545,500	\$ 1,806,100
Accounts receivable, net of allowance for doubtful accounts of \$3,500	877,600	840,100
Inventories (Note 2)	7,665,100	8,510,900
Prepaid expenses and other current assets	286,600	192,300
Total current assets	10,374,800	11,349,400
Property and equipment, net	760,400	856,700
Other assets	103,600	42,400
	\$ 11,238,800	\$ 12,248,500
 LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	\$ 24,600	\$ 47,000
Accrued payroll and vacation	47,500	160,500
Accrued commissions	29,500	20,200
Other accrued expenses	–	38,000
Total current liabilities	101,600	265,700
Deferred rent	40,200	39,900
Total liabilities	141,800	305,600
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, no par value; 1,000,000 shares authorized; 5,000 designated as Series A; no shares issued and outstanding	–	–
Common stock, no par value; 10,000,000 shares authorized; 6,743,188 and 6,640,688 shares issued and outstanding, respectively	18,436,500	18,317,200
Additional paid-in capital	100,000	100,000
Accumulated deficit	(7,439,500)	(6,474,300)
Total shareholders' equity	11,097,000	11,942,900
	\$ 11,238,800	\$ 12,248,500

See accompanying notes to financial statements.

Statements of Operations

(unaudited)

	For the fiscal quarter ended:	
	March 31, 2004	March 30, 2003
Net revenues	\$ 1,205,700	\$ 1,366,200
Cost of revenues	850,200	882,900
Gross margin	355,500	483,300
Operating expenses:		
Research and development	367,700	425,000
Selling, general, and administrative	447,600	511,400
Total operating expenses	815,300	936,400
Loss from operations	(459,800)	(453,100)
Other income (expense), net	10,200	8,500
Loss before provision for income taxes	(449,600)	(444,600)
Provision for incomes taxes	800	800
Net loss	\$ (450,400)	\$ (445,400)
Basic and diluted loss per common share	\$ (0.07)	\$ (0.07)
Basic and diluted weighted average common shares outstanding	6,721,521	6,630,688

See accompanying notes to financial statements.

Statements of Operations

(unaudited)

	For the six fiscal months ended:	
	March 31, 2004	March 30, 2003
Net revenues	\$ 2,307,800	\$ 2,688,900
Cost of revenues	<u>1,560,200</u>	<u>1,966,300</u>
Gross margin	<u>747,600</u>	<u>722,600</u>
Operating expenses:		
Research and development	766,700	816,200
Selling, general, and administrative	961,900	1,084,900
Total operating expenses	<u>1,728,600</u>	<u>1,901,100</u>
Loss from operations	(981,000)	(1,178,500)
Other income (expense), net	<u>16,600</u>	<u>8,400</u>
Loss before provision for income taxes	(964,400)	(1,170,100)
Provision for incomes taxes	<u>800</u>	<u>800</u>
Net loss	<u>\$ (965,200)</u>	<u>\$ (1,170,900)</u>
Basic and diluted loss per common share	<u>\$ (0.15)</u>	<u>\$ (0.18)</u>
Basic and diluted weighted average common shares outstanding	<u>6,687,771</u>	<u>6,667,721</u>

See accompanying notes to financial statements.

Statements of Cash Flows

(unaudited)

	For the six fiscal months ended:	
	March 31, 2004	March 30, 2003
Cash flows from operating activities:		
Net loss	\$ (965,200)	\$ (1,170,900)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation and amortization	141,000	223,900
Loss on disposal of capital equipment	100	300
Deferred rent	300	36,900
Change in operating assets and liabilities:		
Accounts receivable	(37,500)	2,029,200
Inventories	845,800	499,600
Prepaid expenses and other current assets	(94,300)	244,500
Accounts payable	(22,400)	(112,100)
Accrued payroll and vacation	(113,000)	(3,900)
Accrued commissions	9,300	22,800
Other accrued expenses	(38,000)	(900)
Net cash (used in) provided by operating activities	(273,900)	1,769,400
Cash flows from investing activities:		
Capital expenditures	(44,800)	(209,100)
Other assets	(61,200)	800
Net cash used in investing activities	(106,000)	(208,300)
Cash flows from financing activities:		
Repurchase of Company common stock	–	(233,700)
Proceeds from exercise of common stock options	119,300	–
Repayment of capital lease obligations	–	(2,900)
Net cash provided by (used in) financing activities	119,300	(236,600)
Net (decrease) increase in cash and cash equivalents	(260,600)	1,324,500
Cash and cash equivalents, beginning of period	1,806,100	1,061,100
Cash and cash equivalents, end of period	\$ 1,545,500	\$ 2,385,600

See accompanying notes to financial statements.

LOGIC Devices Incorporated

Notes to Financial Statements

(unaudited)

1. Basis of Presentation

The accompanying unaudited interim financial statements reflect all adjustments that are, in the opinion of management, necessary to present fairly the financial position, results of operations, and cash flows of the Company for the periods indicated.

On December 15, 2003, the Company elected to change its fiscal year to a fiscal year ending September 30. Previously, the Company's fiscal years were comprised of 52 weeks of seven days, each beginning on Monday and ending on Sunday, with the most recent fiscal year ending September 28, 2003, and its fiscal quarters were comprised of exactly 13 weeks. Therefore, the Company's fiscal years consisted of only 364 days.

As a result of this change, the Company's fiscal years will be comprised of 365 days or, in leap years such as 2004, 366 days with each fiscal quarter ending at the end of a calendar quarter. The Company's current fiscal year will end September 30, 2004 rather than September 26, 2004. The additional four days were included in the Company's first quarter for fiscal 2004, which ended December 31, 2003.

The accompanying unaudited interim financial statements have been prepared in accordance with the instructions for Form 10-Q, and, therefore, do not include all information and footnotes necessary for a complete presentation of the financial position, results of operations, and cash flows for the Company, in conformity with accounting principles generally accepted in the United States of America. The Company has filed audited financial statements that include all information and footnotes necessary for such a presentation of the financial position, results of operations, and cash flows for the fiscal years ended September 28, 2003 and September 29, 2002, with the Securities and Exchange Commission. It is suggested that the accompanying unaudited interim financial statements be read in conjunction with the aforementioned audited financial statements. The unaudited interim financial statements contain all normal and recurring entries. The results of operations for the interim periods ended March 31, 2004 are not necessarily indicative of the results to be expected for the full fiscal year.

2. Inventories

A summary of inventories follows:

	<i>March 31, 2004</i>	<i>September 28, 2003</i>
Raw materials	\$ 943,200	\$ 919,600
Work in process	4,714,100	4,521,200
Finished goods	2,007,800	3,070,100
	<u>\$ 7,665,100</u>	<u>\$ 8,510,900</u>

LOGIC Devices Incorporated

Notes to Financial Statements

(unaudited)

Based on forecasted fiscal year 2004 sales levels, the Company has on-hand inventories aggregating approximately 23 months of sales.

3. Shareholders' Equity

The Company issues common stock options to its employees, certain consultants, and certain of its board members. The Company accounts for these stock options under the recognition and measurement principles of Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees," and related Interpretations. In accordance with Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards (SFAS) No. 148, "Accounting for Stock-Based Compensation – Transition and Disclosure, an Amendment of FASB Statement No. 123," the following table illustrates the effect on net loss and net loss per share had the Company applied the fair value recognition provisions of SFAS No. 123, "Accounting for Stock-Based Compensation," to stock-based compensation:

	<i>Quarter Ended</i>		<i>Six Months Ended</i>	
	<i>March 31, 2004</i>	<i>March 30, 2003</i>	<i>March 31, 2004</i>	<i>March 30, 2003</i>
Net loss, as reported	\$ (450,400)	\$ (445,400)	\$ (965,200)	\$(1,170,900)
SFAS No. 123 expense	1,800	12,600	2,000	25,200
Pro forma net loss	<u>\$ (452,200)</u>	<u>\$ (458,000)</u>	<u>\$ (967,200)</u>	<u>\$(1,196,100)</u>
Basic and diluted net loss per share, as reported	<u>\$ (0.07)</u>	<u>\$ (0.07)</u>	<u>\$ (0.15)</u>	<u>\$ (0.18)</u>
Pro forma basic and diluted net loss per share	<u>\$ (0.07)</u>	<u>\$ (0.07)</u>	<u>\$ (0.15)</u>	<u>\$ (0.18)</u>

For purposes of pro forma disclosure, the estimated fair value of the options is expensed over the vesting period of the related options.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Reported financial results may not be indicative of the financial results of future periods. All non-historical information contained in the following discussion constitutes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Words such as "anticipates, appears, expects, hopes, intends, plans, believes, seeks, estimates, may, will," and variations of these words or similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and involve a number of risks and uncertainties, including but not limited to operating results, new product introductions and sales, competitive conditions, customer demand, capital expenditures and resources, manufacturing capacity utilization, and intellectual property claims and defense. Factors that could cause actual results to differ materially are included in, but not limited to, those identified in "Factors Affecting Future Results" in the Annual Report on Form 10-K for the Company' fiscal year ended September 28, 2003 and in "Business" in the Management's Discussion and Analysis of Financial Condition and Results of Operations, in such Annual Report on Form 10-K, and in this Quarterly Report on Form 10-Q. The Company undertakes no obligation to publicly release the results of any revisions to these forward-looking statements that may reflect events or circumstances after the date of this report.

Liquidity and Capital Resources

Cash Flows

While the Company had a net loss of \$965,200 for the six fiscal months ended March 31, 2004, it used net cash of \$273,900 for operations during this period. Further, in the quarter ended March 31, 2004, the Company produced net cash of \$23,000 from operations. During the six-month period, the Company used \$94,300 on prepaid expenses and other current assets, \$22,400 on accounts payable, and an additional \$141,700 to reduce accrued expenses. At the same time, it generated \$845,800 by reducing existing inventories. The Company used \$106,000 on capital expenditures and other assets and received \$119,300 from the exercise of common stock options by directors and employees.

During the six fiscal months ended March 30, 2003, the Company had a net loss of \$1,170,900; however, its operations provided \$1,769,400 of net cash. This was mainly the result of a decrease in accounts receivable of \$2,029,200 resulting from collections, a decrease in inventory of approximately \$499,600, and a decrease in prepaid expenses of \$244,500. At the same time, the Company used only \$97,000 of cash to reduce its liabilities, as it has carried less than \$500,000 in total liabilities since the fiscal quarter ended June 30, 2002. The Company used some of this cash from operations to purchase capital assets aggregating \$209,100 and to fund the repurchase of \$233,700 of its common stock on the open market.

Working Capital

The Company's accounts receivable often equals approximately one-half to two-thirds its quarterly revenues, as many of its customers tend to request shipment during the latter portion of the fiscal quarter. Therefore, a large portion of the Company's accounts receivable are typically not due at quarter-end, according to the Company's net 30 terms. The Company continues to work closely with customers to attempt to spread their orders and shipments throughout the quarter.

As a nature of its business, the Company's investment in inventories has been, and will continue to be, significant (at forecasted fiscal 2004 sales levels, on-hand inventories approximate 23 months of sales). The Company's products have long product life cycles. Although high levels of inventory impact liquidity, the Company believes these costs are a less costly alternative to owning a wafer fabrication facility.

During fiscal 2003, the Company reduced its inventory by 11%, or \$1,080,200, and during the six fiscal months ended March 31, 2004, the Company reduced its inventory by 10%, or \$845,800 (with the finished goods inventory being reduced by 35%). The Company expects to continue to reduce inventory during fiscal 2004 and in future periods. The Company provides reserves for product material that is over one-year old and has no backlog or sales activity, and for future obsolescence. The Company also takes physical inventory write-downs for obsolescence and slow-moving items. The Company establishes reserves through periodic reviews of inventory on-hand, including lower-of-cost-or-market and excess analyses. For example, if a product type has unit costs higher than the average selling price or has more on-hand than it has sold or expects to sell, the Company provides a reserve. The Company believes its current reserve provides a reasonable estimate of the recoverability of inventories.

Financing

The Company will continue to evaluate future debt and equity financing opportunities; however, it feels the cost reductions taken in the past few years have resulted in sufficient cash flow generated from operations to provide an adequate base of liquidity to fund future operating and capital needs. The Company's belief is based on the fact that, as of May 6, 2004, it holds approximately \$1.6 million in cash reserves, produced \$23,000 from operations in the last quarter, and anticipates breakeven or positive cash flows from operations through the end of fiscal 2004. Therefore, it believes it can cover its cash operating expenses using future revenues, while saving current cash reserves for future capital expenditures, such as mask tooling for new products. At current resource levels, the Company does not anticipate being able to complete all product opportunities it has identified. However, as it considers product development critical to its future success, the Company anticipates its research and development expenditures will continue to be a significant portion of its operating expenses.

Results of Operations

Revenues

Net revenues for the quarter and six months ended March 31, 2004 decreased \$160,500 or 12% and \$381,100 or 14%, respectively, compared to the net revenues for the same periods of fiscal 2003. This decrease was the result of the Company's lack of new product introductions in the past year. Most companies in the semiconductor industry typically experience a correlation between their success in introducing new products and increases in revenues. While the Company remains committed to product development, it has not made significant new product introductions over the past few years as a result of focusing on reducing costs and strengthening its cash flow and balance sheet. Disappointing execution by the engineering team and the need to downsize to cut costs have hampered the Company's ability to introduce new products. However, the Company did experience a 9% increase in net revenues from the immediately preceding quarter.

Expenses

Cost of revenues for the quarter and six months ended March 31, 2004 decreased \$32,700 or 4% and \$406,100 or 21%, respectively, compared to the cost of revenues for the same periods of fiscal 2003. The Company's gross margin as a percentage of revenues decreased from 35% for the fiscal 2003 quarter to 29% for the fiscal 2004 quarter. In the 2003 period, 23% of the Company's net revenues were derived from products in inventory previously written off, while in 2004, only 6% of the net revenues were from similar products. However, the Company's gross margin as a percentage of revenues increased from 27% for the six-month period of fiscal 2003 to 32% for the six-month period of fiscal 2004, due to an overall higher-profit margin mix of products sold in 2004.

Research and development expense for the quarter and six months ended March 31, 2004 decreased \$57,300 or 13% and \$49,500 or 6%, respectively, compared to the research and development expense for the same periods of fiscal 2003. While the Company's target of research and development expense as a percentage of revenues is 20%, the percentages for the 2004 quarter and six months were 30% and 33%, compared to 31% and 30%, respectively, for the 2003 period. The Company believes research and development is vital for growing future revenues. The Company currently has new products it hopes to introduce later in fiscal 2004.

Selling, general and administrative expense for the quarter and six months ended March 31, 2004 decreased \$63,800 or 12% and \$123,000 or 11%, respectively, compared to the selling, general and administrative expense for the same periods of fiscal 2003. This decrease was the result of the reduction of administrative and sales staff and other cost-cutting efforts.

Although the Company's net revenues decreased from fiscal 2003 to fiscal 2004, its loss from operations increased by only \$5,000 for the quarter and decreased for the six-month period, as a result of the foregoing factors.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company conducts all of its transactions, including those with foreign suppliers and customers, in U.S. dollars. It is therefore not directly subject to the risks of foreign currency fluctuations and does not hedge or otherwise deal in currency instruments in an attempt to minimize such risks. Demand from foreign customers and the ability or willingness of foreign suppliers to perform their obligations to the Company may be affected by the relative change in value of such customer or supplier's domestic currency to the value of the U.S. dollar. Furthermore, changes in the relative value of the U.S. dollar may change the price of the Company's prices relative to the prices of its foreign competitors. The Company also does not hold any market risk sensitive instruments that are not considered cash under accounting principles generally accepted in the United States of America.

Item 4. Controls and Procedures

Based upon an evaluation as of March 31, 2004, the Company's President and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective. There have been no changes in the Company's internal control over financial reporting that occurred during the Company's quarter ended March 31, 2004 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II – OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, the Company receives demands from various parties asserting patent claims. These demands are often not based on any specific knowledge of the Company's products or operations. Because of the uncertainties inherent in litigation, the outcome of any such claim, including simply the cost of a successful defense against such a claim, could have a material adverse impact on the Company.

In January 1998, the Company was contacted by the attorneys representing the estate of Mr. Jerome Lemelson, charging that the Company infringed on certain patents registered by Mr. Lemelson. The attorneys for the estate have not filed suit, but have urged the Company to enter into a licensing agreement with the estate in order to avoid litigation. The Company understands a similar demand has been made upon other manufacturers of integrated circuits, and that many have successfully defeated the claims. Should the estate file suit, the Company would vigorously defend itself in this matter. However, because of the inherent uncertainties of litigation, the outcome of this action could be unfavorable, in which event the Company might be required to pay damages and other expenses, which could have a material adverse effect on the Company's financial position and results of operations. In addition, the Company could be required to alter certain of its production processes or products as a result of this matter.

In September 2002, the Company was contacted by Syndia Corporation, the owner of certain patents of which Mr. Jerome Lemelson is a named inventor (Syndia patents). The Syndia claim is based upon processes potentially used by the Company's assembly subcontractors and wafer suppliers. Syndia has not filed suit, but has urged the Company to enter into a licensing agreement with Syndia in order to avoid litigation. The Company understands a similar demand has been made upon other manufacturers of integrated circuits. On June 20, 2003, Taiwan Semiconductor Manufacturing Corporation (TSMC), the Company's primary wafer supplier, filed a claim against Syndia for a declaratory judgment of non-infringement, invalidity, and unenforceability of the Syndia patents. Further, TSMC claimed intentional interference with contractual relations, unfair business practices, and unfair competition arising from Syndia's bad-faith allegations that TSMC and TSMC's customers infringe the Syndia patents. On November 10, 2003, TSMC and Syndia jointly announced they had reached a settlement that resolved all outstanding legal claims raised by both parties, with no admission of liability by either party. TSMC also stated in the announcement that it settled this dispute for business reasons and to protect its customers from potential claims relating to products manufactured for them by TSMC.

Should Syndia file suit, the Company would vigorously defend itself in this matter. However, because of the inherent uncertainties of litigation, the outcome of this action could be unfavorable, in which event the Company might be required to pay damages and other expenses, which could have a material adverse effect on the Company's financial position and results of operations. In addition, the Company could be required to alter certain of its production processes or products as a result of this matter.

Item 2. Changes in Securities, Use of Proceeds, and Issuer Purchases of Equity Securities

Not Applicable.

Item 3. Defaults Upon Senior Securities

Not Applicable.

Item 4. Submission of Matters to a Vote of Security Holders

At 9:00 a.m. on March 18, 2004, the Company held its Annual Shareholders Meeting at its headquarters, located at 395 West Java Drive, Sunnyvale, California 94089. There were 6,607,175 shares present or represented by proxy at the meeting, representing a quorum. There were four items of business to be voted on during the meeting.

1. Election of Directors

Shareholders are permitted to vote cumulatively in the election of directors, which allows each shareholder to cast a number of votes equal to the number of directors to be elected multiplied by the number of shares owned, and to distribute such votes among the candidates in such proportion as such shareholder may determine. In order to vote cumulatively, a shareholder must give notice of this intention by proxy or at the meeting. Multiple shareholders elected to cumulate votes. The votes for each nominee, listed alphabetically, are as set forth in the following table:

	<u>FOR</u>	<u>WITHHELD</u>
Howard L. Farkas	5,424,544	1,182,631
Brian P. Cardozo	5,814,414	792,761
Fredric J. Harris	5,841,714	765,461
Joel S. Kanter	5,402,644	1,204,531
Albert Morrison Jr.	5,842,564	764,611
William J. Volz	5,799,614	807,561

As a result of the vote, all nominees were elected as directors at the meeting.

The votes for the three other items of business are as set forth in the following table:

	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>
2. To approve an amendment to the Amended and Restated 1998 Director Stock Incentive Plan to increase the number of shares of Common Stock in the annual automatic grants to non-employee directors from 10,000 to 15,000	1,821,695	1,292,682	8,857
3. To approve an amendment to the Amended and Restated 1998 Director Stock Incentive Plan, making non-employee directors eligible to receive the annual automatic grants of options upon initial election to our Board of Directors, in addition to upon re-election	1,826,007	1,281,115	16,112

4. To ratify the appointment of Perry-Smith LLP as the Company's independent auditors	6,554,537	37,350	15,288
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As the number of votes FOR represented a majority of votes cast (which votes FOR also constituted at least a majority of the required quorum) on each item of business, Items 2 through 4 were passed at the meeting.

Item 5. Other Information

Not Applicable.

Item 6. Exhibits and Reports on Form 8-K

- a. The Index to Exhibits appears at page 16 of this report.
- b. The following reports on Form 8-K were filed during the fiscal quarter for which this report is filed:
 1. January 5, 2004 – The Company disclosed the resignation of Gary Schaefer as Chief Financial Officer.
 2. January 29, 2004 – The Company disclosed the announcement of the return of Kimiko Milheim as Chief Financial Officer
 3. February 3, 2004 – The Company disclosed the release of its earnings for the quarter ended December 31, 2003.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LOGIC Devices Incorporated
(Registrant)

Date: May 12, 2004

By: /s/ William J. Volz
William J. Volz
President and Principal Executive Officer

Date: May 12, 2004

By: /s/ Kimiko Milheim
Kimiko Milheim
Chief Financial Officer and Principal
Financial and Accounting Officer

INDEX TO EXHIBITS

Exhibit No.	Description
3.1	Articles of Incorporation, as amended. [3.1] (1)
3.2	Bylaws, as amended. [3.2] (1)
10.1	Real Estate lease regarding Registrant's Sunnyvale, California facilities. [10.2] (2)
10.2	LOGIC Devices Incorporated 1996 Stock Incentive Plan. [99.1] (3)
10.3	Amended and Restated LOGIC Devices Incorporated 1998 Director Stock Incentive Plan, as amended.
10.4	Rights Agreement, dated April 30, 1997. [1] (4)
10.5	Registration Rights Agreement dated October 3, 1998 between William J. Volz, BRT Partnership, and Registrant. [10.19] (5)
31.1	Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14 and 15d-14.
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14 and 15d-14.
32.1	Certifications of Principal Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350.

[] Exhibits so marked have been previously filed with the Securities and Exchange Commission (SEC) as exhibits to the filings shown below under the exhibit numbers indicated following the respective document description and are incorporated herein by reference.

- (1) Registration Statement on Form S-18, as filed with the SEC on August 23, 1988 [Registration No. 33-23763-LA].
- (2) Annual Report on Form 10-K for the fiscal year ended September 29, 2002, as filed with the SEC on December 10, 2002.
- (3) Registration Statement on Form S-8, as filed with the SEC on August 17, 1997 [Registration No. 333-32819].
- (4) Registration Statement on Form 8-A, as filed with the SEC on May 5, 1997 [Registration No. 000-17187].
- (5) Annual Report on Form 10-K for the transition period from January 1, 1998 to September 30, 1998, as filed with the SEC on January 13, 1999.

THE LOGIC DEVICES INCORPORATED
AMENDED AND RESTATED
1998 DIRECTOR STOCK INCENTIVE PLAN
(Amended and restated as of March 18, 2004)

TABLE OF CONTENTS

Purpose of the Plan	3
Definitions	3
Administration of the Plan	3
Shares Subject to the Plan	4
Stock Options	4
Amendment or Termination of the Plan	5
Term of Plan	6
Rights as Shareholder	6
Merger or Consolidation	6
Changes in Capital and Corporate Structure	6
Service	6
Withholding of Tax	6
Delivery and Registration of Stock	7

**THE LOGIC DEVICES INCORPORATED
AMENDED AND RESTATED 1998 DIRECTOR STOCK INCENTIVE PLAN**

1. **Purpose of the Plan**

The **LOGIC Devices Incorporated 1998 Director Stock Incentive Plan** (hereinafter referred to as the "Plan") is intended to provide a means whereby directors of **LOGIC Devices Incorporated** and its Related Corporations may sustain a sense of proprietorship and personal involvement in the continued development and financial success of the Company, and to encourage them to remain with and devote their best efforts to the business of the Company, thereby advancing the interests of the Company and its shareholders. Accordingly, the Company may permit certain directors to acquire Shares or otherwise participate in the financial success of the Company, on the terms and conditions established therein.

2. **Definitions**

The following terms shall be defined as set forth below:

- a. Board. Shall mean the Board of Directors of the Company.
- b. Code. Shall mean the Internal Revenue Code of 1986, and any amendments thereto.
- c. Company. Shall mean LOGIC Devices Incorporated and its Related Corporations.
- d. ERISA. Shall mean the Employee Retirement Income Security Act of 1974, and any amendment thereto.
- e. Non-Qualified Options. Shall mean an award under the Plan that is not an Incentive Stock Option within the meaning of Code section 422.
- f. Related Corporation. Shall mean a corporation which would be a parent or subsidiary corporation with respect to the Company as defined in section 424(e) or (f), respectively, of the Code.
- g. Rule 16b-3. Shall mean Rule 16b-3 of the '34 Act, and any amendments thereto.
- h. Shares. Shall mean shares of common stock of the Company.
- i. '33 Act. Shall mean the Securities Act of 1933, and any amendments thereto.
- j. '34 Act. Shall mean the Securities Exchange Act of 1934, and any amendments thereto.

3. **Administration of the Plan**

The Plan shall be administered by the Board. The Board shall have sole authority to:

- i. establish the conditions of each such option;
- ii. prescribe any legend to be affixed to certificates representing such option;
- iii. interpret the Plan; and
- iv. adopt such rules, regulations, forms and agreements, not inconsistent with the provisions of the Plan, as it may deem advisable to carry out the Plan.

4. **Shares Subject to the Plan**

The aggregate number of Shares that may be obtained by directors under the Plan shall be 550,000 Shares. Any Shares that remain unissued at the termination of the Plan shall cease to be subject to the Plan, however, if during the term of the Plan, any options not exercised expire, are canceled or are forfeited, surrendered, or returned, the Shares with respect to such options shall be available for subsequent option grants under the Plan. If the total number of Shares at the time of the grant is not sufficient to provide for the automatic grants to non-employee directors under Section 5(c) below, then the available shares shall be allocated proportionately among the automatic grants to be made at that time.

5. **Stock Options**

a. Type of Options. The Company may issue options that constitute Non-Qualified Options to directors under the Plan. The grant of each option shall be confirmed by a stock option agreement that shall be executed by the Company and the optionee as soon as practicable after such grant. The stock option agreement shall expressly state or incorporate by reference the provisions of the Plan and state that the option is a Non-Qualified Option.

b. One-Time Grants. Upon approval of the Plan by the shareholders of the Company, two non-employee directors, Mr. Howard Farkas and Mr. Burton Kanter, shall each be automatically awarded Non-Qualified Options to purchase 75,000 Shares, and Mr. William Volz, an employee director, shall be automatically awarded a Non-Qualified Option to purchase 200,000 Shares. On April 2, 2002, Mr. William Volz surrendered, returned and relinquished the options included in the foregoing award to Mr. Volz. In addition, on May 20, 2002, each of the Company's non-employee directors on such date, Mr. Howard Farkas, Mr. Albert Morrison, Mr. Joel Kanter and Mr. Fredric Harris, shall each be automatically awarded a Non-Qualified Option to purchase 50,000 Shares.

c. Annual Grants. Upon approval of the Plan by the shareholders of the Company, each individual who is initially elected and re-elected as a non-employee member of the Board shall receive a Non-Qualified Option to purchase 15,000 Shares, such annual grants to commence with the 1998 Annual Shareholders meeting and continuing in effect for each subsequent Annual Meeting of the Company's shareholders.

d. Terms of Options. Except as provided in Subparagraphs (e) and (f) below, each option granted under the Plan shall be subject to the terms and conditions set forth by the Board in the stock option agreement including, but not limited to, option price (which price shall be no less than the Fair Market Value of the Shares as of the date of grant) and option term.

e. Additional Terms Applicable to All Options. Each option shall be subject to the following terms and conditions:

i. Written Notice. An option may be exercised only by giving written notice to the Company specifying the number of Shares to be purchased.

ii. Method of Exercise. The aggregate option price shall be paid in any one or a combination of cash, personal check, by offsetting any other amounts owed to the optionee of the Company, Shares already owned (valued at Fair Market Value on the date of exercise) or Plan awards which the optionee has an immediate right to exercise (i.e., on a "net issuance" basis).

iii. Term of Option. No option may be exercised more than five (5) years after the date of grant.

iv. Disability or Death of Optionee. In an optionee terminates membership on the Board due to disability or death prior to exercise in full of any options, he or she or his or her beneficiary, executor, administrator or personal representative shall have the right to exercise the options within the five (5) years from the date of grant.

v. Transferability. Subject to applicable securities laws, there shall be no limits on transferability; provided however, that the Board may elect to make certain options non-transferable or limit transferability to transfers under the laws of descent and distribution and/or intra-family transfers for estate planning purposes or pursuant to a Qualified Domestic Relations Order.

f. Valuation. For purposes of establishing the option price and for all other valuation purposes under the Plan, the Fair Market Value per share of the common stock of the Company on any relevant date shall be determined according to the following rules:

i. If the common stock is not at the time listed or admitted to trading on any stock exchange but is traded on the NASDAQ National Market, then the fair market value will be deemed equal to the closing selling price per share of common stock on the NASDAQ National Market on the date in question.

ii. If the common stock is at the time listed or admitted to trading on any national securities exchange, then the fair market value will be the closing selling price per share of common stock on the date in question on the securities exchange serving as the primary market for the common stock, as such price is officially quoted on such exchange.

6. **Amendment or Termination of the Plan**

The Board may amend, suspend or terminate the Plan or any portion thereof at any time, but (except as provided in Paragraph 10 hereof) no amendment shall be made without approval of the shareholders of the Company which shall: (i) materially increase the aggregate number of Shares with respect to which awards may be made under the Plan; or (ii) change the class of persons eligible to participate in the Plan; provided, however, that no such amendment, suspension or termination shall impair the rights of any individual, without his or her consent, in any award theretofore made pursuant to the Plan.

7. **Term of Plan**

The Plan shall be effective upon the date of its approval by the shareholders of the Company. Unless sooner terminated under the provisions of Paragraph 6, options shall not be granted under the Plan after June 16, 2008.

8. **Rights as Shareholder**

Upon delivery of any Share to a director, such director shall have all of the rights of a shareholder of the Company with respect to such Share, including the right to vote such Share and to receive all dividends or other distributions paid with respect to such Share.

9. **Merger or Consolidation**

In the event the Company is merged or consolidated with another corporation and the Company is not the surviving corporation, the surviving corporation may agree to exchange options issued under the Plan for options (with the same aggregate option price) to acquire and participate in the number of shares in the surviving corporation that have a fair market value equal to the fair market value (determined on the date of such merger or consolidation) of Shares that the grantee is entitled to acquire and participate in under this Plan on the date of such merger or consolidated.

10. **Changes in Capital and Corporate Structure**

In the event any change is made to the common stock issuable under the Plan by reason of any stock split, stock dividend, combination of shares, exchange of shares or other change in the corporate structure of the Company effected without receipt of consideration, appropriate adjustments will be made to (i) the aggregate number and/or class of shares of common stock available for issuance under the Plan, (ii) the number of shares of common stock to be made the subject of each subsequent automatic grant and (iii) the number and/or class of shares of common stock purchasable under each outstanding option and the exercise price payable per share so that no dilution or enlargement of benefits will occur under such option.

11. **Service**

An individual shall be considered to be in the service of the Company or a Related Corporation as long as he or she remains a director of the Company or such Related Corporation. Nothing herein shall confer on any individual the right to continued service with the Company or a Related Corporation or affect the right of the Company or such Related Corporation to terminate such service.

12. **Withholding of Tax**

To the extent the award, issuance or exercise of Shares results in the receipt of compensation by a director of the Company, the Company is authorized to withhold from any other cash compensation then or thereafter payable to such director any tax required to be withheld by reason of the receipt of the compensation. Alternatively, the director may tender a personal check in the amount of tax required to be withheld.

13. **Delivery and Registration of Stock**

The Company's obligation to deliver Shares with respect to an award shall, if the Board so requests, be conditioned upon the receipt of a representation as to the investment intention of the individual to whom such Shares are to be delivered, in such form as the Board shall determine to be necessary or advisable to comply with the provisions of the '33 Act or any other federal, state or local securities legislation or regulation. It may be provided that any representation requirement shall become inoperative upon a registration of the Shares or other action eliminating the necessity of such representation under securities legislation. The Company shall not be required to deliver any Shares under the Plan prior to (i) the admission of such Shares to listing on any automated system or stock exchange on which Shares may then be listed, and (ii) the completion of such registration or, other qualification or exemption of such Shares under any state or federal law, rule or regulation, as the Board shall determine to be necessary or advisable.

Certification

I, William J. Volz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LOGIC Devices Incorporated (the registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 12, 2004

/s/ William J. Volz
William J. Volz
President and Principal Executive Officer

Certification

I, Kimiko Milheim, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LOGIC Devices Incorporated (the registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 12, 2004

/s/ Kimiko Milheim
Kimiko Milheim
Chief Financial Officer

**Certifications of
Principal Executive Officer and Chief Financial Officer
Pursuant to 18 U.S.C. Section 350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

We, William J. Volz, President and Principal Executive Officer, and Kimiko Milheim, Chief Financial Officer, of LOGIC Devices Incorporated (the Company), do hereby certify in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on our knowledge:

1. the Quarterly Report on Form 10-Q of the Company, to which this certification is attached as an exhibit (the Report), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 12, 2004

/s/ William J. Volz

William J. Volz
President and Principal Executive Officer

Date: May 12, 2004

/s/ Kimiko Milheim

Kimiko Milheim
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to LOGIC Devices Incorporated and will be retained by LOGIC Devices Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.