HILL DAILY S
Form 4
December 30, 2005

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HILL DAILY S

(Last) (First) (Middle)

C/O KOPIN CORPORATION, 200 JOHN HANCOCK ROAD

(Street)

TAUNTON, MA 02780

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
KOPIN CORP [KOPN]

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	12/28/2005		S(1)		3,956	D	$ 5.4528	19,919	D	
Common Stock	12/28/2005		A(2)		20,000	A	$ 0	39,919	D	

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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL DAILY S C/O KOPIN CORPORATION 200 JOHN HANCOCK ROAD TAUNTON, MA 02780			Senior Vice President	

Signatures

John J. Concannon III, by power of attorney	12/30/2005
**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) The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

(2) The common stock is subject to certain restrictions. Restrictions on 5,000 shares lapse on each of the next 4 anniversary dates of the grant date, however the restrictions may lapse sooner if certain acceleration criteria are met. The acceleration criteria are as follows: If the Company is profitable for the fiscal year ended December 31, 2006 the restrictions will lapse at the rate of 6,666 shares per year over the first 3 years on the date of the anniversary of the grant; if the Company is profitable for the fiscal years ended December 31, 2006 and 2007 the restrictions will lapse at the rate of 10,000 shares per year over the first 2 years on the date of the anniversary of the grant. If the Company is not profitable for the fiscal year ended December 31, 2006 but is profitable for the fiscal year ended December 31, 2007 the restrictions will lapse at the rate of 6,666 shares per year over the first 3 years on the date of the anniversary of the grant.

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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