
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of report (Date of earliest event reported): **July 31, 2003**

ODETICS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-08762
(Commission File Number)

95-2588496
(IRS Employer Identification No.)

1515 South Manchester Avenue, Anaheim, California 92802
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(714) 774-5000**

Not Applicable
(Former Name or Former Address, if Changed since Last Report)

Item 7 Exhibits

- (a) Financial Statements of Business Acquired
 Not Applicable.
- (b) Pro Forma Financial Information
 Not Applicable.
- (c) Exhibits
 99.1 Press Release dated July 31 2003, of the Registrant.

Item 12. Results of Operations and Financial Condition

The information in this Current Report is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

On July 31, 2003, Odetics, Inc. issued an earnings release announcing its financial results for the first quarter ended June 30, 2003. A copy of the earnings release is attached as Exhibit 99.1.

SIGNATURE

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

August 4, 2003

ODETICS, INC.,
a Delaware corporation

By: /S/ GREGORY A. MINER
Gregory A. Miner
Chief Executive Officer
and Chief Financial Officer

EXHIBIT INDEX

Exhibits**Description**

99.1	Press Release dated July 31, 2003, of the Registrant.
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For Information Contact:

Odetics: Gregory Miner

Chief Executive Officer

714-774-5000

Home Page: <http://www.odetics.com>

**Odetics, Inc. Announces Results of First Quarter
Ended June 30, 2003**

Anaheim, California — July 31, 2003 - For its first quarter ended June 30, 2003, Odetics, Inc. (OTC Bulletin Board: ODETA) today reported an operating loss of \$297,000 and a loss from continuing operations of \$1,510,000, or \$0.10 per share, compared to operating income of \$431,000 and a loss from continuing operations of \$512,000, or \$0.04 per share, reported for the first quarter of the previous fiscal year.

For the quarter ended June 30, 2003, Odetics' net sales and contract revenues of \$12,601,000 compared with net sales and contract revenues of \$11,946,000 in the quarter ended June 30, 2002.

Commenting on the results, Greg Miner, Chief Executive Officer, stated, "We are pleased with our progress in the quarter. Revenues of our two operating subsidiaries, Iteris and MAXxess Systems, increased 12.4% and 13.7%, respectively, in the first quarter ended June 30, 2003 compared to the prior year, and we continue to maintain our targeted gross profit performance levels of at least 40% of total revenues consistent with the objectives stated for our new business model of a more focused Odetics." Important developments for Odetics include the following:

- Vantage Video Detection Systems achieved record quarterly sales of \$5.2 million, an increase of 18.6% compared to last year's first quarter.
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- Iteris Systems and Consulting business activity was strong in the quarter with approximately \$8.3 million in new contract awards—a substantial increase on both a year over year and sequential quarterly basis.
- Iteris AutoVue revenues increased 82% in the first quarter ended June 30, 2003 compared to last year's first quarter. We believe Iteris is moving closer to engaging a significant relationship with a major tier one supplier for Lane Departure Warning systems to be sold to the passenger car market.
- We completed a private placement of \$2.2 million in new equity to fund working capital requirements as we continue to focus our business model on growth markets.
- We completed the renegotiation of our leasing arrangements for our principal operating facility, which is expected to save approximately \$2.0 million in annual operating expenses and cash flow.

About Odetics

Odetics products address the management needs of the transportation, and security industries. Odetics is a market leader for video-based sensors used for surface transportation and is a developer of integrated systems for facility security and trace detection of dangerous chemicals and explosives. Odetics has headquarters in Anaheim. Investors are encouraged to contact us at 714-774-5000, or at www.odetics.com.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995:

This news release contains statements that may be deemed to be forward-looking. These forward-looking statements speak only as of the date hereof and are based upon the information currently available to us at this time. Such information is subject to change, and the company will not necessarily inform you of such changes. Actual results could differ materially from those projected in the forward-looking statements as a result of various factors including but not limited to the effectiveness of the company's cost and expense reduction efforts; warranty and support issues; the rate at which present and

future customers adopt the company’s technologies; emerging technologies and other competitive pressures; the cancellation or deferral of significant contracts; the impact of our facility leasing arrangements; general economic and political conditions in Odetics markets including the continuing economic slowdown; and, such other factors identified in the Odetics’ Annual Report on Form 10-K and Quarterly Reports on Form 10-Q. Investors are strongly encouraged to review the risk factors set forth in Odetics’ most recent SEC filings.

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Odetics, Inc.
Summary Financial Data
(in thousands, except per share amounts)

	Three Months Ended June 30,	
	2002	2003
Consolidated Statement of Operations		
Net sales and contract revenues:		
Net sales	\$ 5,731	\$ 6,826
Contract revenues	6,215	5,775
Total net sales and contract revenues	11,946	12,601
Costs and expenses:		
Cost of sales	2,687	3,679
Cost of contract revenues	4,099	3,887
Gross profit	5,160	5,035
Selling, general and administrative expense	3,741	4,189
Research and development expense	988	1,143
Total operating expenses	4,729	5,332
Operating income (loss)	431	(297)
Non-operating items		
Other income (expense)	640	(101)
Interest expense	(555)	(32)
Income (loss) before income taxes	516	(430)
Income tax benefit	0	220
Income (loss) from continuing operations before minority interest	516	(650)
Minority interest in earnings of subsidiary	1,028	860
Loss from continuing operations	(512)	(1,510)
Loss from discontinued operations	(788)	(442)
Net loss	\$ (1,300)	\$ (1,952)
Loss per share:		
Basic and diluted		
Loss from continuing operations	\$ (0.04)	\$ (0.10)
Loss from discontinued operations	(0.06)	(0.03)
Loss per share	\$ (0.10)	\$ (0.13)
Shares used in calculating loss per share:		
Basic and diluted	12,587	15,117
EBITDA		
Operating income (loss)	431	(297)
Depreciation & amortization	244	212
	\$ 675	\$ (85)

	Three Months Ended June 30,	
	2002	2003
Revenues by segment:		
Iteris	\$ 10,259	\$ 11,531
Video Products	941	1,070
Telecom Products	746	0
	<u>\$ 11,946</u>	<u>\$ 12,601</u>

	06/30/03
Balance Sheet Highlights	
Current assets	\$ 17,947
Equipment, furniture and fixtures, net	\$ 1,843
Other assets	\$ 12,378
Current liabilities	\$ 15,334
Shareholders' deficit	\$ (6,208)