

ODETICS, INC.

-----

SUPPLEMENT NO. 1 DATED MAY 7, 1999  
TO PROSPECTUS DATED MARCH 5, 1999

This Supplement No. 1 is part of and should be read in conjunction with the Prospectus of Odetics, Inc., a Delaware corporation, dated March 5, 1999 relating to the resale of 1,191,323 shares of Odetics' Class A common stock by certain stockholders of Odetics. Capitalized terms used but not defined in this Supplement No. 1 have the meanings given to them in the prospectus. The information presented herein either supersedes and/or adds to similar information included in the prospectus.

The information contained in the table under the caption "Selling Stockholders" appearing on page 14 of the prospectus is hereby amended and restated to indicate the number of shares being offered by the selling stockholders named below.

Name of Selling Stockholder	Number of Shares Beneficially Owned	Number of Shares Registered for Sale Hereby	Percent of Outstanding Shares After the Offering
-----	-----	-----	-----
Catalyst Fund.....	44,242	44,242	--
Fleet (Catalyst).....	22,266	22,266	--
Catalyst Fund (Bermuda), L.P.....	17,639	17,639	--
Opportunity Catalyst.....	38,169	38,169	--
Farvane Limited.....	6,651	6,651	--
Chamberlin II.....	21,976	21,976	--
Pinnacle.....	100,000	100,000	--
Henry Partners.....	47,736	37,736	*
Jonathan W. Old III.....	37,736	37,736	--
Tonga Partners L.P.....	120,500	80,000	*
Pyramid Trading Limited Partnership.....	233,963	233,963	--
Robert Lichtenstein.....	196,227	196,227	--
Deephaven Opportunity Trading.....	150,943	150,943	--
Lorry Lichtenstein.....	193,708	113,208	1.1%
Jacob Kiferbaum.....	30,189	30,189	--
Sam Sallerson.....	6,708	6,708	--
Barry Seidman.....	6,708	6,708	--
Bruce Slovitt.....	6,708	6,798	--
Arnold Zousmer.....	10,065	10,065	--
Sea Cap Investors LLC.....	30,189	30,189	--
	-----	-----	
Total	1,322,323	1,191,323	1.1%

\* Represents beneficial ownership of less than 1% of the outstanding shares of Class A common stock, assuming the sale of all shares registered by this prospectus.