

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): March 19, 2002

ODETICS, INC.  
(Exact Name of Registrant as Specified in Charter)

Delaware	001-08762	95-2588496
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1515 South Manchester Avenue, Anaheim, California 92802

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(Address of Principal Executive Offices) (Zip Code)

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

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

Item 5. Other Events

On March 19, 2002, Odetics, Inc. issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Exhibits

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Exhibits

99.1 Press Release dated March 19, 2002 of Odetics, Inc.

SIGNATURE

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 hereunto duly authorized.

March 28, 2002

ODETICS, INC.,  
a Delaware corporation

By: /s/ Gregory A. Miner  
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Gregory A. Miner  
Chief Executive Officer  
and Chief Financial Officer

EXHIBIT INDEX

Exhibits  
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Description  
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99.1

Press Release dated March 19, 2002

#### Odetics Appeals Nasdaq Notice Regarding Continued Listing

ANAHEIM, CA -- March 19, 2002-- Odetics Inc. (NASDAQ: ODETA & ODETB) announced today that it has received a Nasdaq Staff Determination that it has not maintained compliance with the minimum net equity requirement for continued listing set forth in Marketplace Rule 4450(a)(3), and that its common stock is subject to de-listing from the Nasdaq National Market.

Odetics has requested a hearing before a Nasdaq Listing Qualifications Panel to appeal the Staff Determination. Nasdaq is required to grant Odetics a hearing within 45 days of receiving the request, and Odetics listing status will not change until a final determination has been issued by the Panel following the hearing. Odetics is currently in compliance with all other continued listing requirements. There can be no assurance that the Panel will grant the company's request for continued listing on the Nasdaq National Market.

#### About Odetics

Odetics provides products and systems that employ information technology to control the use of public roadways, secure ingress and egress of public and private facilities, and secure the delivery of digital communications. Odetics Inc. is headquartered in Anaheim, California and may be contacted at 714-774-5000 or Odetics and the web sites of each of its subsidiaries at [www.odetics.com](http://www.odetics.com).

#### Important Notice

This news release contains statements that may be deemed to be forward-looking. These forward-looking statements may include statements about revenue growth, profit margins, the effect of cost reduction measures, and other statements relating to the operating results of Odetics or its subsidiaries. Actual results could differ materially from those projected in the forward-looking statements as a result of risk factors such as: short product lives, technological shifts, current technical issues that cannot be resolved on a timely basis, component availability, competition (including new and directly competitive products from others), pricing pressures, incorrect assumptions regarding market demand, the significant uncertainty of market acceptance of new products by both distributors and end-user customers, unanticipated capital requirements, retention of key personnel, general economic conditions, the inability of the company to execute its strategy including the completion of both private and public equity financings of its subsidiaries, and other factors identified in the Odetics' Annual Report on Form 10-K and Quarterly Report on Form 10-Q.

Investors are strongly encouraged to review the risk factors set forth in the Odetics most recent SEC filings.