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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K/A
AMENDMENT NO.2 TO

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended March 31, 1996.

Commission file number 0-10605

ODETICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	95-2588496
(State of or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

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

(714) 774-5000
(Registrant's Telephone Number, Including Area Code)

Securities Registered pursuant to Section 12(b) of the Act:
None

Securities Registered pursuant to Section 12(g) of the Act:

Title of Each Class

Class A Common Stock, \$.10 par value

Class B Common Stock, \$.10 par value

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
filing requirements for the past 90 days.

YES X NO

The aggregate market value of the voting stock held by non-affiliates of the
registrant as of June 19, 1996 was approximately \$22,750,000.

Check mark indicates that disclosure of delinquent filers pursuant to Item
405 of Regulation S-K is not contained herein, and will not be contained, to the
best of registrant's knowledge, in definitive proxy or information statements
incorporated by reference in Part III of this Form 10-K or any amendment to this
Form 10-K [_].

As of June 20, 1996, there were 5,111,472 shares of registrant's Class A
Common Stock and 1,139,431 shares of registrant's Class B Common Stock
outstanding.

The following documents are incorporated by reference into this report:

Part III incorporates by reference information from the proxy statement of the registrant for the annual meeting of stockholders to be held on September 27, 1996.

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The exhibit index to this report appears at page 37 of 43 consecutively numbered pages.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ODETICS, INC.

August 27, 1996

By /s/ JOEL SLUTZKY

Joel Slutzky, Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature -----	Capacity -----	Date ----
/s/ JOEL SLUTZKY ----- Joel Slutzky	Chief Executive Officer, and Director	August 27, 1996
/s/ GREGORY A. MINER ----- Gregory A. Miner	Vice President and Chief Financial Officer	August 27, 1996
/s/ CRANDALL GUDMUNDSON ----- Crandall Gudmundson	President and Director	August 27, 1996
/s/ JERRY MUENCH ----- Jerry Muench	Vice President and Director	August 27, 1996
/s/ KEVIN C. DALY ----- Kevin C. Daly	President, ATL and Director	August 27, 1996
/s/ GARY SMITH	Vice President and Controller	August 27, 1996

- ----- (Principal Accounting Officer)
Gary Smith

/s/ RALPH R. MICKELSON Director August 27, 1996
- -----
Ralph R. Mickelson

/s/ STANLEY MOLASKY Director August 27, 1996
- -----
Stanley Molasky

/s/ LEO WEXLER Director August 27, 1996
- -----
Leo Wexler

/s/ PAUL WRIGHT Director August 27, 1996
- -----
Paul Wright

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