

PRECISION OPTICS CORPORATION INC  
Form 8-K  
June 28, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported):

June 27, 2006

PRECISION OPTICS CORPORATION, INC.

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(Exact name of registrant as specified in its charter)

Massachusetts  
(State or other jurisdiction  
of incorporation or  
organization)

001-10647  
(Commission  
File Number)

04-2795294  
(I.R.S. Employer  
Identification No.)

22 East Broadway, Gardner, Massachusetts 01440

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(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (978) 630-1800

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Principal Officers; Election of Directors;  
Appointment of Principal Officers.**

(b) On June 27, 2006, R. Michael Arbon, Chief Financial Officer of the Company, announced his intention to resign from his position effective July 18, 2006. Mr. Arbon has indicated his willingness to assist the Company on a consulting basis with its SEC reporting requirements until the earlier of the second quarter of FY2007, or the Company's engagement of his replacement, and to assist with the transition to his replacement, as necessary.

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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.

PRECISION OPTICS CORPORATION, INC.

Date: June 28, 2006

By: /s/ Richard E. Forkey

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Name: Richard E. Forkey  
Title: Chairman of the Board, Chief Executive  
Officer,  
President and Treasurer

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