

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Expires: | January 31, 2005 |
| Estimated average burden hours per response | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* BERNSTEIN STUART <hr/> (Last) (First) (Middle) 26 HAMPSHIRE DRIVE <hr/> (Street) HUDSON NH 03051 <hr/> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol MICRONETICS INC [NOIZ] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice President |
| | 3. Date of Earliest Transaction (Month/Day/Year) 02/12/2004 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction (s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/12/2004 | | M | | 1,250 | A | \$1.5 | 60,250 ⁽¹⁾ | D | |
| Common Stock | 02/12/2004 | | M | | 875 | A | \$2.2 | 60,250 ⁽²⁾ | D | |
| Common Stock | 02/12/2004 | | M | | 1,500 | A | \$3.11 | 60,250 ⁽³⁾ | D | |
| Common Stock | 02/12/2004 | | M | | 5,000 | A | \$4.37 | 60,250 ⁽⁴⁾ | D | |
| Common Stock | 02/12/2004 | | M | | 2,000 | A | \$4.625 | 60,250 ⁽⁵⁾ | D | |
| Common Stock | 02/12/2004 | | S | | 9,500 | D | \$8.12 | 50,750 ⁽⁶⁾ | D | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|----------------------------|--|---|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option | \$1.5 | 02/12/2004 | | M | | 1,250 | | 09/10/2000 | 09/10/2004 | Common Stock | 1,250 | \$1.41 | 59,000 | D | |

| | | | | | | | | | | | |
|--------------|---------|------------|---|-------|------------|------------|--------------|-------|---------|--------|---|
| Stock Option | \$2.2 | 02/12/2004 | M | 875 | 07/22/2003 | 07/22/2007 | Common Stock | 875 | \$2.2 | 58,125 | D |
| Stock Option | \$3.11 | 02/12/2004 | M | 1,500 | 05/07/2003 | 05/07/2007 | Common Stock | 1,500 | \$3.11 | 56,625 | D |
| Stock Option | \$4.37 | 02/12/2004 | M | 5,000 | 06/13/2002 | 06/13/2006 | Common Stock | 5,000 | \$4.37 | 51,625 | D |
| Stock Option | \$4.625 | 02/12/2004 | M | 2,000 | 10/30/2001 | 10/30/2005 | Common Stock | 2,000 | \$4.645 | 49,625 | D |

Explanation of Responses:

1. Includes stock options to purchase an aggregate of 59,000 shares of Common Stock.
2. Includes stock options to purchase an aggregate of 58,125 shares of Common Stock.
3. Includes stock options to purchase an aggregate of 56,625 shares of Common Stock.
4. Includes stock options to purchase an aggregate of 51,625 shares of Common Stock.
5. Includes stock options to purchase an aggregate of 49,625 shares of Common Stock.
6. See footnote 5.

/s/Stuart Bernstein

** Signature of Reporting Person

02/17/2004

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.