

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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 * <u>KALIN NOELLE</u> <hr/> (Last) (First) (Middle) <u>C/O KALIN LEVINE WEINBERG LLC</u> <u>494 8TH AVE STE.800</u> <hr/> (Street) <u>NEW YORK NY 10001</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICRONETICS INC [NOIZ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2004</u>	
	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	07/07/2004		F		35,924	D	\$8.65	877,082 ⁽¹⁾	D	
Common Stock	07/07/2004		X		25,000	A	\$4.37	877,082 ⁽²⁾	D	
Common Stock	07/07/2004		X		25,000	A	\$3.11	877,082 ⁽³⁾	D	
Common Stock	07/07/2004		X		12,500	A	\$2.2	877,082 ⁽⁴⁾	D	
Common Stock	07/07/2004		X		25,000	A	\$3.85	877,082 ⁽⁵⁾	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
Stock Option	\$4.37	07/07/2004		X			25,000	06/13/2001	08/06/2004	Common Stock	25,000	\$4.37	112,500	D	

Stock Option	\$3.11	07/07/2004	X	25,000	05/07/2002	08/06/2004	Common Stock	25,000	\$3.11	87,500	D
Stock Option	\$2.2	07/07/2004	X	12,500	07/22/2002	08/06/2004	Common Stock	12,500	\$2.2	75,000	D
Stok Option	\$3.85	07/07/2004	X	25,000	03/20/2003	08/07/2004	Common Stock	25,000	\$3.85	50,000	D

Explanation of Responses:

1. Includes stock options to purchase an aggregate of 137,500 shares of Micronetics, Inc. Common Stock (the "Common Stock").
2. Includes stock options to purchase an aggregate of 112,500 shares of Common Stock.
3. Includes stock options to purchase 87,500 shares of Common Stock.
4. Includes stock options to purchase an aggregate of 75,000 shares of Common Stock.
5. Includes stock options to purchase an aggregate of 50,000 shares of Common Stock.

Remarks:

The above stock options were originally granted to the late Richard S. Kalin.

/s/Noelle Kalin

** Signature of Reporting Person

07/09/2004

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.