

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 10-Q

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended
June 30, 2007

Commission File Number
0-17187

LOGIC Devices Incorporated
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
incorporation or organization)

94-2893789
(I.R.S. Employer
Identification Number)

395 West Java Drive, Sunnyvale, California 94089
(Address of principal executive offices)
(Zip Code)

(408) 542-5400
(Registrant's telephone number, including area code)

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 such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act (Check One):
Large Accelerated Filer Accelerated Filer Non-Accelerated Filer

Indicate by check whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of the issuer's classes of common stock, as of the latest practicable date.
On August 6, 2007, 6,812,938 shares of Common Stock, without par value, were issued and outstanding.

LOGIC Devices Incorporated

INDEX

| | <u>Page Number</u> |
|---|------------------------|
| Part I. Financial Information | |
| Item 1. Financial Statements | |
| Condensed Balance Sheets as of June 30, 2007 and September 30, 2006 | 3 |
| Condensed Statements of Operations for the quarters ended June 30, 2007 and 2006 | 4 |
| Condensed Statements of Operations for the nine months ended June 30, 2007 and 2006 | 5 |
| Condensed Statements of Cash Flows for the nine months ended June 30, 2007 and 2006 | 6 |
| Notes to Condensed Financial Statements | 7 |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | 9 |
| Item 3. Quantitative and Qualitative Disclosures about Market Risk | 11 |
| Item 4. Controls and Procedures | 11 |
| Part II. Other Information | 11 |
| Item 1. Legal Proceedings | 11 |
| Item 1A. Risk Factors | 11 |
| Item 6. Exhibits | 12 |
| Signatures | 13 |

Part I – Financial Information

Item 1. Financial Statements

Condensed Balance Sheets

| | June 30, 2007 <u>(unaudited)</u> | September 30, 2006 <u></u> |
|--|--|----------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 984,900 | \$ 1,478,100 |
| Investments in available-for-sale securities | 1,046,800 | 507,000 |
| Accounts receivable | 771,000 | 830,900 |
| Inventories | 4,175,600 | 5,239,700 |
| Prepaid expenses and other current assets | 285,400 | 141,600 |
| Total current assets | <u>7,263,700</u> | <u>8,197,300</u> |
| Property and equipment, net | 1,059,600 | 1,100,700 |
| Other assets, net | <u>41,100</u> | <u>418,800</u> |
| | <u>\$ 8,364,400</u> | <u>\$ 9,716,800</u> |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 46,300 | \$ 146,900 |
| Accrued payroll and vacation | 146,700 | 142,700 |
| Accrued commissions and other accrued expenses | 27,900 | 10,400 |
| Total current liabilities | <u>220,900</u> | <u>300,000</u> |
| Deferred rent | <u>4,900</u> | <u>19,700</u> |
| Total liabilities | <u>225,800</u> | <u>319,700</u> |
| Commitments and contingencies | | |
| Shareholders' equity: | | |
| Preferred stock, no par value; 1,000,000 shares authorized; 5,000 designated as Series A; 0 shares issued and outstanding | – | – |
| Common stock, no par value; 10,000,000 shares authorized 6,799,188 and 6,763,188 shares issued and outstanding | 18,513,500 | 18,458,500 |
| Additional paid-in capital | 137,500 | 118,700 |
| Accumulated deficit | <u>(10,512,400)</u> | <u>(9,180,100)</u> |
| Total shareholders' equity | <u>8,138,600</u> | <u>9,397,100</u> |
| | <u>\$ 8,364,400</u> | <u>\$ 9,716,800</u> |

See accompanying Notes to Condensed Financial Statements.

Condensed Statements of Operations

(unaudited)

| | For the quarter ended: | |
|--|------------------------|------------------|
| | June 30, 2007 | June 30, 2006 |
| Net revenues | \$ 1,106,800 | \$ 1,216,400 |
| Cost of revenues | 1,409,800 | 594,300 |
| Gross margin | (303,000) | 622,100 |
| Operating expenses: | | |
| Research and development | 706,200 | 267,200 |
| Selling, general, and administrative | 437,600 | 314,500 |
| Total operating expenses | 1,143,800 | 581,700 |
| (Loss) income from operations | (1,446,800) | 40,400 |
| Interest and other income, net | 19,200 | 19,700 |
| (Loss) income before provision for income taxes | (1,427,600) | 60,100 |
| Provision for income taxes | — | — |
| Net (loss) income | \$ (1,427,600) | \$ 60,100 |
| Basic (loss) earnings per common share | \$ (0.21) | \$ 0.01 |
| Diluted (loss) earnings per common share | \$ (0.21) | \$ 0.01 |
| Basic weighted average common shares outstanding | 6,797,938 | 6,753,188 |
| Diluted weighted average common shares outstanding | 6,797,938 | 6,781,282 |

See accompanying Notes to Condensed Financial Statements.

Condensed Statements of Operations

(unaudited)

| | For the nine months ended: | |
|--|----------------------------|------------------|
| | June 30, 2007 | June 30, 2006 |
| Net revenues | \$ 3,727,700 | \$ 3,365,300 |
| Cost of revenues | 2,547,500 | 1,723,800 |
| Gross margin | 1,180,200 | 1,641,500 |
| Operating expenses: | | |
| Research and development | 1,387,900 | 620,100 |
| Selling, general, and administrative | 1,179,800 | 995,600 |
| Total operating expenses | 2,567,700 | 1,615,700 |
| (Loss) income from operations | (1,387,500) | 25,800 |
| Interest and other income, net | 56,000 | 32,600 |
| (Loss) income before provision for income taxes | (1,331,500) | 58,400 |
| Provision for income taxes | 800 | 800 |
| Net (loss) income | \$(1,332,300) | \$ 57,600 |
| Basic (loss) earnings per common share | \$ (0.19) | \$ 0.01 |
| Diluted (loss) earnings per common share | \$ (0.19) | \$ 0.01 |
| Basic weighted average common shares outstanding | 6,793,855 | 6,753,188 |
| Diluted weighted average common shares outstanding | 6,793,855 | 6,767,226 |

See accompanying Notes to Condensed Financial Statements.

Condensed Statements of Cash Flows

(unaudited)

| | For the nine months ended: | |
|---|----------------------------|---------------------|
| | June 30, 2007 | June 30, 2006 |
| Cash flows from operating activities: | | |
| Net (loss) income | \$ (1,332,300) | \$ 57,600 |
| Adjustments to reconcile net (loss) income to net cash provided by operating activities: | | |
| Depreciation | 240,700 | 189,700 |
| Provision for inventory write-downs and reserves | 1,085,800 | 570,000 |
| Write-off of capitalized software development costs | 400,200 | 200,000 |
| Loss on disposal of capital equipment | – | 3,500 |
| Deferred rent | (14,800) | (10,600) |
| Stock-based compensation | 18,800 | 14,000 |
| Change in operating assets and liabilities: | | |
| Accounts receivable | 59,900 | 111,100 |
| Inventories | (21,700) | (142,900) |
| Prepaid expenses and other current assets | (143,800) | (900) |
| Accounts payable | (100,600) | (145,500) |
| Accrued payroll and vacation | 4,000 | 45,000 |
| Accrued commissions and other accrued expenses | 17,500 | 500 |
| Net cash provided by operating activities | <u>213,700</u> | <u>891,500</u> |
| Cash flows from investing activities: | | |
| Purchases of available-for-sale securities | (539,800) | – |
| Capital expenditures | (199,600) | (137,900) |
| Other assets | (22,500) | (97,200) |
| Net cash used in investing activities | <u>(761,900)</u> | <u>(235,100)</u> |
| Cash flows from financing activities: | | |
| Exercise of former director stock options | 47,400 | – |
| Exercise of employee stock options | 7,600 | – |
| Net cash provided by financing activities | <u>55,000</u> | <u>–</u> |
| Net (decrease) increase in cash and cash equivalents | (493,200) | 656,400 |
| Cash and cash equivalents, beginning of period | <u>1,478,100</u> | <u>1,292,900</u> |
| Cash and cash equivalents, end of period | <u>\$ 984,900</u> | <u>\$ 1,949,300</u> |

See accompanying Notes to Condensed Financial Statements.

LOGIC Devices Incorporated

Notes to Condensed Financial Statements

1. Basis of Presentation

The accompanying unaudited interim financial statements reflect all adjustments that are, in the opinion of management, necessary to present fairly the financial position, results of operations, and cash flows of LOGIC Devices Incorporated (“the Company”) for the periods indicated.

The accompanying unaudited interim financial statements have been prepared in accordance with the instructions for Form 10-Q, and, therefore, do not include all information and footnotes necessary for a complete presentation of the financial position, results of operations, and cash flows for the Company, in conformity with accounting principles generally accepted in the United States of America. The Company has filed audited financial statements that include all information and footnotes necessary for such a presentation of the financial position, results of operations, and cash flows for the fiscal years ended September 30, 2006 and 2005, with the Securities and Exchange Commission. It is suggested that the accompanying unaudited interim financial statements be read in conjunction with the aforementioned audited financial statements. In the opinion of management, the unaudited interim financial statements reflect all adjustments (consisting of normal and recurring accruals) necessary to make the results of operations for the interim periods a fair statement of such operations. The results of operations for the interim period ended June 30, 2007 are not necessarily indicative of the results to be expected for the full fiscal year to end September 30, 2007.

2. Inventories

A summary of inventories follows:

| | <i>June 30,</i> <i>2007</i> | <i>September 30,</i> <i>2006</i> |
|-----------------|--------------------------------|-------------------------------------|
| Raw materials | \$ 807,200 | \$ 577,000 |
| Work-in-process | 1,253,600 | 1,597,600 |
| Finished goods | 2,114,800 | 3,065,100 |
| | <u>\$ 4,175,600</u> | <u>\$ 5,239,700</u> |

The Company used \$785,900 of its inventory reserve to write off raw materials and work-in-process at June 30, 2007. Based on slowing sales, the Company performed additional analysis of its raw materials and work-in-process, which resulted in an additional provision for inventory obsolescence of \$434,100 and an inventory write-off of \$340,900 during the quarter ended June 30, 2007.

3. Other Assets

As of June 30, 2007, the Company determined its capitalized test software development costs were fully impaired, per Financial Accounting Standards Board (“FASB”) Statement No. 144 (“FAS 144”), *Accounting for the Impairment or Disposal of Long-Lived Assets*. As a result, the Company wrote off the balance of \$400,200.

4. Shareholders' Equity

The Company issues common stock options to its employees, certain consultants, and certain of its board members. Effective January 1, 2006, the Company adopted FASB Statement No. 123 (revised 2004) ("FAS 123 (R)"), *Share-Based Payments*. FAS 123 (R) requires all entities to recognize compensation expense in an amount equal to the fair value of share-based payments, such as stock options granted to employees. The Company elected to apply FAS 123 (R) on a modified prospective method. Under this method, the Company is required to record compensation expense for newly granted options and (as previous awards continue to vest) for the unvested portion of previously granted awards that remain outstanding at the date of adoption. Additionally, the financial statements for the prior interim periods and fiscal year do not reflect any adjusted amounts.

5. Earnings Per Share

Basic earnings per share is calculated by dividing net income by the weighted average common shares outstanding during the period. Diluted earnings per share reflects the net incremental shares that would be issued if dilutive outstanding stock options were exercised, using the treasury stock method. In the case of a net loss, no incremental shares would be issued because they are antidilutive. Stock options with exercise prices above the average market price during the period are also antidilutive.

No stock options were included in the computation of diluted loss per share for the quarter and nine months ended June 30, 2007 because the Company incurred a net loss in those periods. For the quarter and nine months ended June 30, 2006, the Company had 28,094 and 14,038 dilutive common shares as the weighted average price of the Company's common stock during the quarter and nine months was \$1.33 and \$1.22.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Reported financial results may not be indicative of the financial results of future periods. All non-historical information contained in the following discussion constitutes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Words such as "anticipates, appears, expects, intends, hopes, plans, believes, seeks, estimates, may, will," and variations of these words or similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and involve a number of risks and uncertainties, including but not limited to operating results, new product introductions and sales, competitive conditions, customer demand, capital expenditures and resources, manufacturing capacity utilization, and intellectual property claims and defense. Factors that could cause actual results to differ materially are included in, but not limited to, those identified in "Item 1A – Risk Factors" in the Annual Report on Form 10-K for the Company's fiscal year ended September 30, 2006 and in any Quarterly Report on Form 10-Q for a prior quarter in the Company's fiscal year ending September 30, 2007, including this Quarterly Report on Form 10-Q, and in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" in such Annual Report on Form 10-K and in this Quarterly Report on Form 10-Q. The Company undertakes no obligation to publicly release the results of any revisions to these forward-looking statements that may reflect events or circumstances after the date of this report.

Results of Operations

Revenues

In comparison to the same periods of fiscal 2006, the Company's net revenues for the quarter ended June 30, 2007 decreased by \$109,600 or 9%, while its net revenues for the nine months ended June 30, 2007 increased \$362,400 or 11%. The increase in the nine-month period is due to a strong contribution from a digital cinema customer, which is expected to continue, while the decrease for the quarter was the result of a decline in foreign sales.

Expenses

The cost of revenues for the quarter and nine-month period ended June 30, 2007 increased by \$815,500 and \$823,700, respectively, compared to the same periods of fiscal 2006. This increase mainly resulted from the declining sales of items previously written-down to zero in periods of fiscal 2007 compared to fiscal 2006 and increased write-downs of inventory for obsolescence during fiscal 2007. During the first six months of fiscal 2007, the Company increased its inventory reserve by \$310,800 based on its standard inventory analyses. Recognizing its declining sales, the Company provided additional reserves of \$434,100 for inventory obsolescence and wrote-off \$340,900 of raw materials and work-in-process identified as obsolete directly against cost of revenues for the quarter ended June 30, 2007. During the quarter and nine-month period ended June 30, 2006, the Company had increased its inventory reserve by \$320,000 and \$570,000, respectively, based on its standard inventory analyses.

Research and development expenditures for the quarter and nine-month period ended June 30, 2007 increased by \$439,000 and \$767,800, respectively, compared to the same periods of fiscal 2006. These increases were due in part to the write-off of the remaining balance of \$400,200 of capitalized test software development costs during the quarter ended June 30, 2007. The increase in the nine-month period was also the result of staffing additions as the Company continues its primary focus on new product development and the retooling of product lines to new wafer foundry sources.

Selling, general, and administrative expenditures for the quarter and nine-month period ended June 30, 2007 increased by \$123,100 or 39% and \$184,200 or 18%, respectively, compared to the same periods of fiscal 2006. This is mainly the result of expensing certain prepaid expenses whose useful life had expired in the normal course of business and increased accounting and legal fees in fiscal 2007.

As a result of the decrease in revenues, increase in cost of revenues, and inventory write-down, the Company had a net loss for the quarter and nine-month period ended June 30, 2007 of \$1,427,600 and \$1,332,300, respectively, compared to a net income of \$60,100 and \$57,600, respectively, for the same periods of fiscal 2006.

Liquidity and Capital Resources

Cash Flows

While the Company had a net loss of \$1,332,300 for the nine months ended June 30, 2007, it produced net cash of \$213,700 from operations during the period, mainly from the collection of accounts receivable. During this 2007 period, the Company wrote off or established additional reserves for inventory of \$1,085,800 and wrote-off \$400,200 of capitalized test software, both of which increased the net loss but did not affect cash flows. The Company used \$539,800 and \$199,600 for the purchase of available-for-sale securities and capital expenditures, respectively. The Company received \$55,000 from the exercise of previously issued common stock options during the nine-month period.

During the nine-month period ended June 30, 2006, the Company produced net cash of \$891,500 from operations while having a net income of \$57,600. During this 2006 period, the Company established additional inventory reserves of \$570,000 and wrote-off \$200,000 of capitalized test software, both of which reduced net income but not cash flows. The Company had net collections of \$111,100 of accounts receivable, while it used \$142,900 to produce inventory and \$145,500 to reduce accounts payable. The Company also used \$137,900 on capital expenditures and \$97,200 on the development of capitalized test software.

Working Capital

Historically, due to order scheduling by customers, up to 80% of the Company's quarterly revenues are often shipped in the last month of the fiscal quarter, so a large portion of the shipments included in quarter-end accounts receivable are not yet due per the Company's net 30-day terms. As a result, quarter-end accounts receivable balances are often at their highest point for the respective period, but are normally collected within the 30-day terms.

Investment in inventories has been significant and will continue to be significant in the future. However, during the past few years, the Company has been able to reduce its levels of inventories as it shifts from more competitive second source products to proprietary sole source products. The Company seeks to further streamline its inventories as it continues to shift to sole source proprietary products. Although high levels of inventory impact liquidity, the Company believes these costs are a less costly alternative to owning a wafer fabrication facility.

The Company establishes reserves through periodic reviews of inventory on-hand, including lower-of-cost-or-market and excess analyses. For example, if a product type has unit costs higher than the average selling price or has more on-hand than it has sold or expects to sell, the Company provides a reserve. The Company believes its current reserve (approximately 39% of total gross inventories) provides a reasonable estimate of the recoverability of inventories. The Company also takes physical inventory write-downs for obsolete and slow-moving items when deemed necessary. During the nine months ended June 30, 2007, the Company decreased its gross inventories by \$1.1 million, with \$305,900 being written-off as obsolete and the remaining \$799,200 being from the sales of existing inventory.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company conducts all of its transactions, including those with foreign suppliers and customers, in U.S. dollars. It is therefore not directly subject to the risks of foreign currency fluctuations and does not hedge or otherwise deal in currency instruments in an attempt to minimize such risks. Demand from foreign customers and the ability or willingness of foreign suppliers to perform their obligations to the Company may be affected by the relative change in value of such customer or supplier's domestic currency to the value of the U.S. dollar. Furthermore, changes in the relative value of the U.S. dollar may change the price of the Company's prices relative to the prices of its foreign competitors.

Item 4. Controls and Procedures

Based upon an evaluation as of June 30, 2007, the Company's President and Acting Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective. There have been no changes in the Company's internal control over financial reporting that occurred during the Company's quarter ended June 30, 2007 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Part II – OTHER INFORMATION

Item 1. Legal Proceedings

From time to time, the Company receives demands from various parties asserting patent or other claims in the ordinary course of business. These demands are often not based on any specific knowledge of Company products or operations. Because of the uncertainties inherent in litigation, the outcome of any such claim, including simply the cost of a successful defense against such a claim, could have a material adverse impact on us.

Item 1A. Risk Factors

The Company's lease expires September 30, 2007, which will require the Company to move its headquarters to a new facility. The Company has signed a new facility lease and expects to move into it effective September 1, 2007, which may cause a disruption of its operations that could have an adverse impact on the financial condition of the Company.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Not applicable.

Item 3. Defaults Upon Senior Securities

Not applicable.

Item 4. Submission of Matters to a Vote of Security Holders

Not applicable.

Item 5. Other Information

Not applicable.

Item 6. Exhibits

The Index to Exhibits appears as Page 14 of this report.

SIGNATURES

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 thereunto duly authorized.

LOGIC Devices Incorporated
(Registrant)

Date: August 7, 2007

By: /s/ William J. Volz
William J. Volz
President and Principal Executive Officer

Date: August 7, 2007

By: /s/ John Merlesena
John Merlesena
Acting Chief Financial Officer
(Principal Financial and Accounting Officer)

INDEX TO EXHIBITS

| Exhibit No. | Description |
|-------------|--|
| 3.1 | Articles of Incorporation, as amended in 1988. [3.1] (1)92 |
| 3.2 | Bylaws, as amended and restated effective March 8, 2007. [3.2] (2) |
| 10.1 | Real Estate lease regarding Registrant's Sunnyvale, California facilities. |
| 10.2 | Amended and Restated LOGIC Devices Incorporated 1998 Director Stock Incentive Plan, as amended. [10.3] (3) |
| 10.4 | Registration Rights Agreement dated October 3, 1998 between William J. Volz, BRT Partnership, and Registrant. [10.19] (4) |
| 31.1 | Certification of Principal Executive Officer pursuant to Exchange Act Rules 13a-14 and 15d-14. |
| 31.2 | Certification of Acting Chief Financial Officer pursuant to Exchange Act Rules 13a-14 and 15d-14. |
| 32.1 | Certifications of Principal Executive Officer and Acting Chief Financial Officer pursuant to 18 U.S.C. Section 1350. |
| <hr/> | |
| [] | Exhibits so marked have been previously filed with the Securities and Exchange Commission (SEC) as exhibits to the filings shown below under the exhibit numbers indicated following the respective document description and are incorporated herein by reference. |
| (1) | Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2004, as filed with the SEC on January 26, 2005. |
| (2) | Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, as filed with the SEC on May 15, 2007. |
| (3) | Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2004, as filed with the SEC on May 12, 2004. |
| (4) | Annual Report on Form 10-K for the transition period from January 1, 1998 to September 30, 1998, as filed with the SEC on January 13, 1999. |

Certification

I, William J. Volz, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LOGIC Devices Incorporated (the registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2007

/s/ William J. Volz

William J. Volz

President and Principal Executive Officer

Certification

I, John Merlesena, certify that:

1. I have reviewed this quarterly report on Form 10-Q of LOGIC Devices Incorporated (the registrant);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations, and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Rules 13a-15(e) and 15d-15(e)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others, particularly during the period in which this report is being prepared;
 - (b) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (c) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting that are reasonably likely to adversely affect the registrant's ability to record, process, summarize, and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 7, 2007

/s/ John Merlesena

John Merlesena
Acting Chief Financial Officer and
Principal Financial and Accounting Officer

**Certifications of
Principal Executive Officer and Acting Chief Financial Officer
Pursuant to 18 U.S.C. Section 350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

We, William J. Volz, President and Principal Executive Officer, and John Merlesena, Acting Chief Financial Officer, of LOGIC Devices Incorporated (the Company), do hereby certify in accordance with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, based on our knowledge:

1. the Quarterly Report on Form 10-Q of the Company, to which this certification is attached as an exhibit (the Report), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. the information contained in this Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: August 7, 2007

/s/ William J. Volz

William J. Volz
President and Principal Executive Officer

Date: August 7, 2007

/s/ John Merlesena

John Merlesena
Acting Chief Financial Officer and
Principal Financial and Accounting Officer

A signed original of this written statement required by Section 906 has been provided to LOGIC Devices Incorporated and will be retained by LOGIC Devices Incorporated and furnished to the Securities and Exchange Commission or its staff upon request.