

LIGHTPATH TECHNOLOGIES INC

Form 4

November 01, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Patton Edward Kingston2. Issuer Name and Ticker or Trading
Symbol
LIGHTPATH TECHNOLOGIES
INC [LPTH]5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/27/2006____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
VP - MarketingC/O 2603 CHALLENGER TECH
COURT, SUITE 100

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

ORLANDO, FL 32826

(City) (State) (Zip)

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 Ownership (Instr. 4)
Class A Common Stock				(A) or (D)	2,869	D	

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

**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 control
number.**SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

Edgar Filing: LIGHTPATH TECHNOLOGIES INC - Form 4

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 Am Underlying Sec (Instr. 3 and 4)	8. A o N o S	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-qualified stock option	\$ 2.8							08/05/2008	08/05/2015	Class A Common
Non-qualified stock option	\$ 4.42							10/20/2005	10/20/2014	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾							10/20/2004 ⁽²⁾	10/20/2014	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾							10/20/2005 ⁽²⁾	10/20/2014	Class A Common
Incentive Stock Option	\$ 4.88							10/27/2007	01/27/2016	Class A Common
Incentive Stock Option	\$ 4.88							01/27/2008	01/27/2016	Class A Common
Incentive Stock option	\$ 4.8	10/27/2006		A		10,000		10/27/2007	10/27/2016	Class A Common

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patton Edward Kingston C/O 2603 CHALLENGER TECH COURT SUITE 100 ORLANDO, FL 32826			VP - Marketing	

Signatures

/s/ Edward K
Patton

11/01/2006

 Signature of
Reporting Person

 Date

Explanation of Responses:

- * 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).
- (1) Restricted stock units convert as a 1-to 1 ratio to Class A Common

Edgar Filing: LIGHTPATH TECHNOLOGIES INC - Form 4

- (2) The Reporting person shall be eligible to electivity receive one share of the Class A Common for each restricted stock unit as this date subject to continued employment
- (3) These stock options vest over four years.

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

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