

KHAN SOHAIL A

Form 4

November 01, 2006

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

Check 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

## OMB APPROVAL

OMB  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KHAN SOHAIL A

2. 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)  
2603 CHALLENGER TECH  
COURT, SUITE 100

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/27/2006

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)  
ORLANDO, FL 32826

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			

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  
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number.**

SEC 1474  
(9-02)

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Security
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of Sh
Non-qualified stock option	\$ 2.41						11/10/2006	11/10/2015	Class A Common	2
Non-qualified stock option	\$ 2.41						11/10/2007	11/10/2015	Class A Common	2
Non-qualified stock option	\$ 2.41						11/10/2008	11/10/2015	Class A Common	2
Restricted stock unit	\$ 0 <u>(1)</u>						11/10/2006 <sup>(2)</sup>	11/10/2015	Class A Common	3
Restricted stock unit	\$ 0 <u>(1)</u>						11/10/2007 <sup>(2)</sup>	11/10/2015	Class A Common	3
Restricted stock unit	\$ 0 <u>(1)</u>						11/10/2008 <sup>(2)</sup>	11/10/2015	Class A Common	3
Restricted stock unit	\$ 0 <u>(1)</u>						02/09/2006 <sup>(2)</sup>	02/09/2015	Class A Common	6
Restricted stock unit	\$ 0 <u>(1)</u>						02/09/2007 <sup>(2)</sup>	02/09/2015	Class A Common	6
Restricted stock unit	\$ 0 <u>(1)</u>	10/27/2006	A		3,333		10/27/2007	10/27/2016	Class A Common	3
Restricted stock unit	\$ 0 <u>(1)</u>	10/27/2006	A		3,333		10/27/2008	10/27/2016	Class A Common	3
Restricted stock unit	\$ 0 <u>(1)</u>	10/27/2006	A		3,334		10/27/2009	10/27/2016	Class A Common	3

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KHAN SOHAIL A 2603 CHALLENGER TECH COURT SUITE 100 ORLANDO, FL 32826	X			

## Signatures

/s/ Sohail Khan

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 at a 1-to-1 ratio to Class A Common
- (2) The reporting person shall be eligible to electively receive one share of Class A Common for each restricted stock unit at this date subject to continued employment

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

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