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LIGHTPATH TECHNOLOGIES INC Form 4 November 09, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB APPROVAL	
							OMB Number:	3235-0287	
Check this b if no longer									
In the tolget subject to Section 16. Form 4 or Form 5 obligations may continue. 								irs per	
(Print or Type Resp	ponses)								
1. Name and Address of Reporting Person <u>*</u> Wu Zhouling			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) 11/06/2007				Director 10% Owner X Officer (give title Other (specify below) below) Corporate Vice President		
ORLANDO, F	(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 			
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurities A	cquired, Disposed o	of, or Beneficial	lly Owned
Security (Instr. 3)	2. Transaction Da Month/Day/Year) Execution any		3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	ies (A) or of (D)	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)
Common Stock							2,067 <u>(3)</u>	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.

 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. 5. Number of TransactiorDerivative Code Securities (Instr. 8) 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)
				Code V	(A) (D)	Date Exercisable	Expiration Date	A Title N o
Non-qualified stock option	\$ 4.8					10/27/2007(2)	10/27/2016	Class A Common
Non-qualified stock option	\$ 2.41					10/27/2007(2)	10/27/2016	Class A Common
non qualified stock unit	\$ 0					08/02/2007(1)	08/02/2008	Class A Common
Incentive stock option	\$ 3.05	11/06/2007		А	10,000	(2)	11/06/2017	Class A Common
Incentive stock option	\$ 3.05	11/06/2007		А	10,000	(4)	11/06/2017	Class A Comon

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Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Wu Zhouling 2603 CHALLENGER TECH COURT SUITE 100 ORLANDO, FL 32826			Corporate Vice President			
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Signatures

**Signature of

Reporting Person

/s/ Zhouling Wu

Date

11/09/2007

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) These shares are restricted stock that vest over a two year period they are issued pursuant to the Omnibus Incentive Plan.
- (2) These shares are stock options that vest over a four year period.
- (3) These shares were issued according to the Employee Stock Purchase Plan.
- (4) These stock options will vest when target gross margin and cash flow are met.

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.