

LIGHTPATH TECHNOLOGIES INC

Form 4

February 01, 2008

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
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
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/31/2008

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Corporate Vice President

ORLANDO, FL 32826

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 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)
Class A Common Stock			Code	V Amount (D) Price	2,067 ⁽³⁾	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-qualified stock option	\$ 4.8							10/27/2007 ⁽²⁾	10/27/2016	Class A Common	2,000,000
Non-qualified stock option	\$ 2.41							10/27/2007 ⁽²⁾	10/27/2016	Class A Common	1,000,000
non qualified stock unit	\$ 0							08/02/2007 ⁽¹⁾	08/02/2008	Class A Common	1,000,000
Incentive stock option	\$ 3.05							11/06/2008 ⁽²⁾	11/06/2017	Class A Common	1,000,000
Incentive stock option	\$ 3.05							12/31/2008 ⁽⁴⁾	11/06/2017	Class A Comon	1,000,000
Incentive stock option	\$ 2.1	01/31/2008		A		20,000		01/31/2009 ⁽²⁾	01/31/2018	Class A Common	2,000,000

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

Signatures

/s/ Zhouling Wu 02/01/2008
 **Signature of Date
 Reporting Person

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.

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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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