LIGHTPATH TECHNOLOGIES INC
Form 4
August 04, 2008

FORM 4

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

	OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person * BRUECK STEVEN R J	2. Issuer Name **and** Ticker or Trading Symbol LIGHTPATH TECHNOLOGIES INC [LPTH]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) __X__ Director _____ 10% Owner _____ Officer (give title _____ Other (specify below) below)
(Last) (First) (Middle) 2603 CHALLENGER TECH CT, SUITE 100	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2008	
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common								1,750	D	
Class A Common (6)	08/01/2008		A		333.33	A	$ 1.4	238	D (5)	

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

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. 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 or Number of...
Non-qualified stock option	$ 2.41							11/10/2006	11/10/2015	Class A Common	
Non-qualified stock option	$ 2.41							11/10/2007	11/10/2015	Class A Common	
Non-qualified stock option	$ 2.41							11/10/2008	11/10/2015	Class A Common	
Restricted stock unit	$ 0 [1]							11/10/2006[3]	11/10/2015	Class A Common	
Restricted stock unit	$ 0 [1]							11/10/2007[3]	11/10/2015	Class A Common	
Restricted stock unit	$ 0 [1]							11/10/2008[3]	11/10/2015	Class A Common	
Restricted stock unit [2]	$ 0 [1]							10/20/2004[3]	10/20/2014	Class A Common	
Restricted stock unit	$ 0 [1]							10/20/2005[3]	10/20/2014	Class A Common	
Restricted stock unit	$ 0 [1]							10/20/2006[3]	10/20/2014	Class A Common	
Restricted stock unit	$ 0 [1]							10/27/2007[3]	10/27/2016	Class A Common	
Restricted stock unit	$ 0 [1]							10/27/2008[3]	10/27/2016	Class A Common	
Restricted stock unit	$ 0 [1]							10/27/2009[3]	10/27/2016	Class A Common	
Restricted stock unit	$ 0							[4]	11/06/2017	Class A Common	
Convertible debt	$ 1.4	08/01/2008		A		$ 25,000		08/01/2008	08/01/2011	Class A Common	
Common stock warrant	$ 1.68	08/01/2008		A		5,276		08/01/2008	08/01/2013	Class A Common	

| Common stock warrant | $ 1.89 | 08/01/2008 | | A | 2,841 | 08/01/2008 | 08/01/2013 | Class A Common |

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUECK STEVEN R J 2603 CHALLENGER TECH CT SUITE 100 ORLANDO, FL 32826	X			

Signatures

/s/ Dr. Steven R. J. Brueck	08/04/2008
**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)   Granted as vested in lieu of grant in prior year

(3)   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

(4)   These restricted stock units vest over 4 years.

(5)   These shares are held in the Steven R. J. Cynthia H. Brueck Revocable Trust UTA dtd. 3-14-1991.

(6)   These shares were issued as prepayment of interest due on 10-1-08 for $25,000 of 8% Convertible debentures.

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.