

LIGHTING SCIENCE GROUP CORP
 Form 4
 March 05, 2010

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 *
KONINKLIJKE PHILIPS ELECTRONICS NV

2. Issuer Name and Ticker or Trading Symbol
LIGHTING SCIENCE GROUP CORP [LSCG.PK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
BREITNER
CENTER, AMSTELPLEIN 2

3. Date of Earliest Transaction (Month/Day/Year)
03/03/2010

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

(Street)
AMSTERDAM, P7 1096 BC

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 |
| Series D Non-Convertible Preferred Stock | 03/03/2010 | | C | | 5,330,482 | A | (1) |
| | | | | | 5,330,482 | 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.

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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. (I) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|
| Convertible Note | \$ 1.006 | 03/03/2010 | | C | 5,330,482 | 03/03/2010 ⁽²⁾ 03/03/2010 ⁽³⁾ | |
| Warrant | \$ 12 | 03/03/2010 | | C | 5,330,482 | 03/03/2010 03/03/2022 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KONINKLIJKE PHILIPS ELECTRONICS NV BREITNER CENTER AMSTELPLEIN 2 AMSTERDAM, P7 1096 BC | | | X | |

Signatures

/s/ Marcio Barbosa, Vice President and Corporate Treasury on behalf of Koninklijke Philips Electronics N.V. 03/05/2010

__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).

On August 27, 2009, in connection with a litigation settlement, the Issuer issued to the Reporting Person the Convertible Note in an aggregate amount of \$5,000,000 in consideration of a \$5,000,000 loan made by the Reporting Person to the Issuer. On March 3, 2010, the Convertible Note was automatically converted into Units of the Issuer, on which date the outstanding aggregate principal and interest amount of the Convertible Note was \$5,362,465.75. Each Unit consists of (i) one share of the Issuer's Series D Non-Convertible Preferred Stock, and (ii) a Warrant to purchase one share of the Issuer's Common Stock. After the conversion of the Convertible Note into the Units, the Reporting Person received 5,330,482 Units, which consist of (i) 5,330,482 shares of the Issuer's Series D Non-Convertible Preferred Stock, and (ii) Warrants to purchase 5,330,482 shares of the Issuer's Common Stock.

The Convertible Note was not convertible at the option of the Reporting Person until the Certificate of Designation for the Series D Non-Convertible Preferred Stock was filed by the Issuer and became effective, as contemplated by the Convertible Note. The Convertible Note was not automatically convertible until the rights offering, as contemplated by the Convertible Note, was consummated or until the first business day following the date on which the Issuer provided the Reporting Person with written notice that Pegasus Partners IV, L.P. had converted its convertible note into Units. The rights offering, as contemplated by the Convertible Note, was consummated on March 3, 2010.

The maturity date was the earliest of July 31, 2010 or the consummation of the rights offering, as contemplated by the Convertible Note or the first business day following the date on which the Issuer provided the Reporting Person with written notice that Pegasus Partners IV, L.P. had converted its convertible note into Units. The rights offering, as contemplated by the Convertible Note, was consummated on March 3, 2010.

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.