

LIGHTPATH TECHNOLOGIES INC

Form 4

October 22, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ADLER JAMES L JR

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
CT, SUITE 100

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2004

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

ORLANDO, FL 32826

(City) (State) (Zip)

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

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. 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)
				(A) or (D) Code V Amount (D) Price			
Class A Common					4,099	D	
Class A Common ⁽¹⁾					912	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
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SEC 1474
(9-02)

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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 of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock unit ⁽⁴⁾	\$ 0 ⁽²⁾	10/20/2004		A	6,000	10/20/2004 ⁽³⁾	10/20/2014	Class A Common	6,000
Restricted stock unit	\$ 0 ⁽²⁾	10/20/2004		A	2,850	10/20/2005 ⁽³⁾	10/20/2014	Class A Common	2,850
Restricted stock unit	\$ 0 ⁽²⁾	10/20/2004		A	2,850	10/20/2006 ⁽³⁾	10/20/2014	Class A Common	2,850

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ADLER JAMES L JR 2603 CHALLENGER TECH CT SUITE 100 ORLANDO, FL 32826	X

Signatures

James L. Adler,
Jr. 10/22/2004

 **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 award vesting over 2 years
- (2) Restricted stock units convert at a 1-to-1 ratio to Class A Common
- (3) The reporting person shall be eligible to electively receive one share of Class A Common for each restricted stock unit at this date
- (4) Granted as vested in lieu of grant foregone in prior year

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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