BRUGGEWORTH ROBERT A

Form 4/A

November 05, 2004

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

OMB Number:

Expires:

3235-0287 January 31,

0.5

Check this box if no longer

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per

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response...

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

BRUGGEWORTH ROBERT A

(First)

(Street)

(State)

LIGHTPATH TECHNOLOGIES INC [LPTH]

(Check all applicable)

(Middle)

(Zip)

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

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

2603 CHALLENGER TECH

CT., SUITE 100

(Last)

(City)

(Instr. 3)

4. If Amendment, Date Original

10/20/2004

Filed(Month/Day/Year)

10/22/2004

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

ORLANDO, FL 32826

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

2,250

Common Class A

Class A

D

D

Common (1)

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

(Month/Day/Year)

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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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 Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun 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

Relationships					
Director	10% Owner	Officer	Other		
X					
	2 ii e e e e	Director 10% Owner	Director 10% Owner Officer		

Signatures

Robert A.

Bruggeworth 11/05/2004

**Signature of Reporting 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

Reporting Owners 2

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Remarks:

Amended for correction of typographical error in grant date of restricted stock unit vesting in 2006 (from 10/20/2014 to 10/20.

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.