

LIGHTPATH TECHNOLOGIES INC

Form 4

October 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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wu Zhouling

(Last) (First) (Middle)

2603 CHALLENGER TECH  
COURT, SUITE 100

(Street)

ORLANDO, FL 32826

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

LIGHTPATH TECHNOLOGIES  
INC [LPTH]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2008

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
Corporate Vice President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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. 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)
				(A) or (D)			
				Code V Amount (D) Price			
Class A Common Stock					4,067 <sup>(3)</sup>	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.**

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 or Number of Shares
Non-qualified stock option	\$ 4.8					10/27/2007 <sup>(2)</sup> 10/27/2016	Class A Common 20,000
Non-qualified stock option	\$ 2.41					10/27/2007 <sup>(2)</sup> 10/27/2016	Class A Common 15,000
non qualified stock unit	\$ 0					08/02/2007 <sup>(1)</sup> 08/02/2008	Class A Common 5,000
Incentive stock option	\$ 3.05					11/06/2008 <sup>(2)</sup> 11/06/2017	Class A Common 10,000
Incentive stock option	\$ 3.05					12/31/2008 <sup>(4)</sup> 11/06/2017	Class A Comon 10,000
Incentive stock option	\$ 2.1					01/31/2009 <sup>(2)</sup> 01/31/2018	Class A Common 20,000

## 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 10/01/2008

\_\_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.

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- (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.

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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