

LIGHTPATH TECHNOLOGIES INC
 Form 4
 July 17, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 Patton Edward Kingston

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)
 C/O 2603 CHALLENGER TECH COURT, SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/17/2007

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

ORLANDO, FL 32826

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Class A Common Stock | | | | | 2,869 | D | |

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

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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 | 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|---------------------|---|--|---|----------------------------|
| Non-qualified stock option | \$ 2.8 | | | | | 08/05/2008 08/05/2015 ⁽³⁾ | Class A Common | 3,2 |
| Non-qualified stock option | \$ 4.42 | | | | | 10/20/2005 10/20/2014 | Class A Common | 4,0 |
| Restricted stock unit | \$ 0 ⁽¹⁾ | | | | | 10/20/2004 ⁽²⁾ 10/20/2014 | Class A Common | 2,5 |
| Restricted stock unit | \$ 0 ⁽¹⁾ | | | | | 10/20/2005 ⁽²⁾ 10/20/2014 | Class A Common | 2,5 |
| Incentive Stock Option | \$ 4.88 | | | | | 10/27/2007 01/27/2016 | Class A Common | 1,0 |
| Incentive Stock Option | \$ 4.88 | | | | | 01/27/2008 01/27/2016 | Class A Common | 1,0 |
| Incentive Stock option | \$ 4.8 | | | | | 10/27/2007 10/27/2016 | Class A Common | 0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Patton Edward Kingston C/O 2603 CHALLENGER TECH COURT SUITE 100 ORLANDO, FL 32826 | | | VP - Marketing | |

Signatures

/s/ Edward K
Patton 07/17/2007

**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 as a 1-to 1 ratio to Class A Common

(2) The Reporting person shall be eligible to electivity receive one share of the Class A Common for each restricted stock unit as this date subject to continued employment

(3) These stock options vest over four years.

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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