

LIGHTPATH TECHNOLOGIES INC  
 Form 4  
 November 01, 2006

**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 \*  
 LEEBURG LOUIS

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/27/2006

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

2603 CHALLENGER TECH CT, SUITE 100

(Street)

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

ORLANDO, FL 32826

(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)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Class A Common                  |                                      |  |                                | (A)   | 5,177   | D  |                                   |
| Class A Common                  |                                      |  |                                | (A)   | 1,006   | 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)

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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 (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                 | \$ 2.41  |                                      |  |                                |  | 11/10/2006 11/10/2015                                    | Class A Common  | 2                          |
| Non-qualified stock option                 | \$ 2.41  |                                      |  |                                |  | 11/10/2007 11/10/2015                                    | Class A Common  | 2                          |
| Non-qualified stock option                 | \$ 2.41  |                                      |  |                                |  | 11/10/2008 11/10/2015                                    | Class A Common  | 2                          |
| Restricted stock unit                      | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |  | 11/10/2006 <sup>(2)</sup> 11/10/2015                     | Class A Common  | 3                          |
| Restricted stock unit                      | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |  | 11/10/2007 <sup>(2)</sup> 11/10/2015                     | Class A Common  | 3                          |
| Restricted stock unit                      | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |  | 11/10/2008 <sup>(2)</sup> 11/10/2015                     | Class A Common  | 3                          |
| Restricted stock unit <sup>(3)</sup>       | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |  | 11/20/2004 <sup>(2)</sup> 10/20/2014                     | Class A Common  | 6                          |
| Restricted stock unit                      | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |  | 11/20/2005 <sup>(2)</sup> 10/20/2014                     | Class A Common  | 2                          |
| Restricted stock unit                      | \$ 0 <sup>(1)</sup>                                    |                                      |  |                                |  | 11/20/2006 <sup>(2)</sup> 10/20/2014                     | Class A Common  | 2                          |
| Restricted stock unit                      | \$ 0 <sup>(1)</sup>                                    | 10/27/2006                           |  | A                              | 3,333  | 10/27/2007 <sup>(2)</sup> 10/27/2016                     | Class A Common  | 3                          |
| Restricted stock unit                      | \$ 0 <sup>(1)</sup>                                    | 10/27/2006                           |  | A                              | 3,333  | 10/27/2008 <sup>(2)</sup> 10/27/2016                     | Class A Common  | 3                          |
| Restricted stock unit                      | \$ 0 <sup>(1)</sup>                                    | 10/27/2006                           |  | A                              | 3,334  | 10/27/2009 <sup>(2)</sup> 10/27/2016                     | Class A Common  | 3                          |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

LEEBURG LOUIS  
2603 CHALLENGER TECH CT X  
SUITE 100  
ORLANDO, FL 32826

## Signatures

/s/ Louis  
Leeburg 11/01/2006

\_\_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) Restricted stock units convert at a 1-10-1 ratio Class A Common
- (2) The Reporting person shall be eligible to electively receive one share of Class A Common for each restricted stock unit at this date subject to continued employment
- (3) Granted as vested in lieu of grant in poor 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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