

LIGHTPATH TECHNOLOGIES INC  
 Form 4  
 January 06, 2009

**FORM 4**

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

OMB APPROVAL

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**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 \*  
**LEEBUG 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)  
**12/31/2008**

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)
			Code	V	Amount	(A) or (D)	Price
Class A Common	12/31/2008		C <sup>(6)</sup>		4,059	A	\$ 1.54
Class A Common	12/31/2008		A <sup>(7)</sup>		5,682	A	\$ 0.77

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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Non-qualified stock option	\$ 2.41					11/10/2006	11/10/2015	Class A Common
Non-qualified stock option	\$ 2.41					11/10/2007	11/10/2015	Class A Common
Non-qualified stock option	\$ 2.41					11/10/2008	11/10/2015	Class A Common
Restricted stock unit	\$ 0 <sup>(1)</sup>					11/10/2006 <sup>(2)</sup>	11/10/2015	Class A Common
Restricted stock unit	\$ 0 <sup>(1)</sup>					11/10/2007 <sup>(2)</sup>	11/10/2015	Class A Common
Restricted stock unit	\$ 0 <sup>(1)</sup>					11/10/2008 <sup>(2)</sup>	11/10/2015	Class A Common
Restricted stock unit <sup>(3)</sup>	\$ 0 <sup>(1)</sup>					11/20/2004 <sup>(2)</sup>	10/20/2014	Class A Common
Restricted stock unit	\$ 0 <sup>(1)</sup>					11/20/2005 <sup>(2)</sup>	10/20/2014	Class A Common
Restricted stock unit	\$ 0 <sup>(1)</sup>					11/20/2006 <sup>(2)</sup>	10/20/2014	Class A Common
Restricted stock unit	\$ 0 <sup>(1)</sup>					10/27/2007 <sup>(2)</sup>	10/27/2016	Class A Common
Restricted stock unit	\$ 0 <sup>(1)</sup>					10/27/2008 <sup>(2)</sup>	10/27/2016	Class A Common
Restricted stock unit	\$ 0 <sup>(1)</sup>					10/27/2009 <sup>(2)</sup>	10/27/2016	Class A Common
Restricted stock unit	\$ 0					<sup>(4)</sup>	11/06/2017	Class A Common
8% Convertible debenture	\$ 1.4					08/01/2008	08/01/2011	Class A Common
	\$ 1.68					08/01/2008	08/01/2013	

