

Edgar Filing: LIGHTPATH TECHNOLOGIES INC - Form 4

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Non-qualified stock option	\$ 2.8					08/05/2008 08/05/2015	Class A common	3,214
Restricted stock unit	\$ 0 ⁽¹⁾					03/28/2006 ⁽²⁾ 03/28/2015	Class A Common	7,500
Restricted stock unit	\$ 0 ⁽¹⁾					03/28/2007 ⁽²⁾ 03/28/2015	Class A Common	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURROWS ROBERT			Former Officer	

Signatures

Robert Burrows 02/09/2006

**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 at a 1-to-1 ratio to Class A Common
- (2) The reporting person shall be eligible to electively receive at this date, subject to continued employment, one share of Class A Common for each restricted stock unit.

Remarks:

This form is being filed to report that upon his resignation as an officer, effective February 8, 2006, Mr. Burrows was no longer

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.