

LIGHTPATH TECHNOLOGIES INC
 Form 4
 November 14, 2005

FORM 4

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

OMB APPROVAL

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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)
 2603 CHALLENGER TECH CT., SUITE 100
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/10/2005

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

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					5,177	D	
Class A Common					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 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)	8. Amount or Number of Shares
Non-qualified stock option	\$ 2.41	11/10/2005		A	2,033	11/10/2006 11/10/2015	Class A Common	2
Non-qualified stock option	\$ 2.41	11/10/2005		A	2,033	11/10/2007 11/10/2015	Class A Common	2
Non-qualified stock option	\$ 2.41	11/10/2005		A	2,034	11/10/2008 11/10/2015	Class A Common	2
Restricted stock unit	\$ 0 ⁽¹⁾	11/10/2005		A	3,333	11/10/2006 ⁽²⁾ 11/10/2015	Class A Common	3
Restricted stock unit	\$ 0 ⁽¹⁾	11/10/2005		A	3,333	11/10/2007 ⁽²⁾ 11/10/2015	Class A Common	3
Restricted stock unit	\$ 0 ⁽¹⁾	11/10/2005		A	3,334	11/10/2008 ⁽²⁾ 11/10/2015	Class A Common	3
Restricted stock unit ⁽³⁾	\$ 0 ⁽¹⁾					10/20/2004 ⁽²⁾ 10/20/2014	Class A Common	6
Restricted stock unit	\$ 0 ⁽¹⁾					10/20/2005 ⁽²⁾ 10/20/2014	Class A Common	2
Restricted stock unit	\$ 0 ⁽¹⁾					10/20/2006 ⁽²⁾ 10/20/2014	Class A Common	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEEBURG LOUIS 2603 CHALLENGER TECH CT. SUITE 100 ORLANDO, FL 32826	X			

Signatures

Louis Leeburg

11/14/2005

**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 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 prior 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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