

LIGHTPATH TECHNOLOGIES INC

Form 4

October 22, 2004

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 *
RIPP ROBERT

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)
10/20/2004

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)	Price		
				Code	V	Amount	
Class A Common					111,119	D	
Class A Common					7,812	I	Trusts - Children ⁽¹⁾
Class A Common ⁽²⁾					31,744	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)

displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Common Stock Warrant (right to buy)	\$ 3.2					01/05/2004	09/30/2013	Class A Common	100,000
Common Stock Warrant (right to buy)	\$ 48					11/05/1999	11/10/2009	Common Stock Class A	20,150
Common Stock Warrant (right to buy)	\$ 48					11/05/1999	11/10/2009	Common Stock Class A	15,000
Restricted stock unit ⁽⁵⁾	\$ 0 ⁽³⁾	10/20/2004		A	6,000	10/20/2004 ⁽⁴⁾	10/20/2014	Class A Common	6,000
Restricted stock unit	\$ 0 ⁽³⁾	10/20/2004		A	2,850	10/20/2005 ⁽⁴⁾	10/20/2014	Class A Common	2,850
Restricted stock unit	\$ 0 ⁽³⁾	10/20/2004		A	2,850	10/20/2006 ⁽⁴⁾	10/20/2014	Class A Common	2,850

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RIPP ROBERT 2603 CHALLENGER TECH CT. SUITE 100			X	

ORLANDO, FL 32826

Signatures

Robert Ripp

10/22/2004

__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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- (2) Restricted stock award vesting over 2 years
- (3) Restricted stock units convert at a 1-to-1 ratio to Class A Common
- (4) The reporting person shall be eligible to electively receive one share of Class A Common for each restricted stock unit at this date
- (5) Granted as vested in lieu of grant foregone 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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