

LIGHTPATH TECHNOLOGIES INC

Form 4

October 31, 2008

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 *
KHAN SOHAIL A

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)
10/31/2008

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

2603 CHALLENGER TECH COURT, 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 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

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Underlying
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and			
			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 ⁽¹⁾						11/10/2006 ⁽²⁾	11/10/2015	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾						11/10/2007 ⁽²⁾	11/10/2015	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾						11/10/2008 ⁽²⁾	11/10/2015	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾						02/09/2006 ⁽²⁾	02/09/2015	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾						02/09/2007 ⁽²⁾	02/09/2015	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾						10/27/2007	10/27/2016	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾						10/27/2008	10/27/2016	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾						10/27/2009	10/27/2016	Class A Common
Restricted stock unit	\$ 0						⁽³⁾	11/06/2017	Class A Common
Restricted stock unit	\$ 0	10/30/2008	A		15,000		10/30/2009	10/30/2011 ⁽⁴⁾	Class A Common

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KHAN SOHAIL A 2603 CHALLENGER TECH COURT SUITE 100	X			

ORLANDO, FL 32826

Signatures

/s/ Sohail Khan

10/30/2008

__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) These restricted stock units vest over four years.
 - (4) These shares vest over 3 years.

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.