

ARCH HILL CAPITAL NV
Form 4
October 25, 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 *
ARCH HILL CAPITAL NV

2. Issuer Name and Ticker or Trading Symbol
LITHIUM TECHNOLOGY CORP
[LTHU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2005

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

PARKWEG2, 2585
JJ'S-GRAVENHAGE

(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
X Form filed by More than One Reporting Person

THE NETHERLANDS, P7

(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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK				(A) or (D) Price	148,568,284	I ⁽¹⁾	Held by Stichting Gemeenschappelijk Bezit LTC ⁽¹⁾
COMMON STOCK				(A) or (D) Price	5,981,036	I ⁽²⁾	Held by Stichting Gemeenschappelijk Bezit GAIA ⁽²⁾

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

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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 of Underlying Security (Instr. 3)
					(A)	(D)	Date Exercisable	Expiration Date	
10% DEBENTURES	\$ 0.0167 ⁽³⁾	10/21/2005		P	264,103,114		10/21/2005	10/21/2007	COMMON STOCK
WARRANTS	\$ 0.38	10/21/2005		P	2,205,262		10/21/2005	10/21/2010	COMMON STOCK
WARRANTS	\$ 0.0625						08/30/2004	08/30/2008	COMMON STOCK
WARRANTS	\$ 0.075						08/30/2004	08/30/2008	COMMON STOCK
WARRANTS	\$ 0.0625						08/30/2004	08/30/2008	COMMON STOCK
WARRANTS	\$ 0.075						08/30/2004	08/30/2008	COMMON STOCK
WARRANTS	\$ 2						04/13/2004	04/13/2009	COMMON STOCK
WARRANTS	\$ 2.4						04/13/2004	04/13/2009	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARCH HILL CAPITAL NV PARKWEG2 2585 JJ'S-GRAVENHAGE THE NETHERLANDS, P7		X		

Stichting Gemeenschappelijk Bezit LTC
PARKWEG2
2585 JJ'S-GRAVENHAGE
THE NETHERLANDS, P7

X

Signatures

/s/ Harry H. van Andel 10/21/2005

__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) Held by Stichting Gemeenschappelijk Bezit LTC, an entity controlled by Arch Hill Capital, N.V.

(2) Held by Stichting Gemeenschappelijk Bezit GAIA, an entity controlled by Arch Hill Capital, N.V.

Assumed conversion price of \$0.0167. Debentures are convertible at the option of the holder into shares of our common stock at the
(3) lesser of (i) \$2.00 and (ii) the average of the lowest 3 intra-day trading prices during the 20 trading days immediately prior to the conversion date discounted by 50%.

\$4,410,522 of convertible debentures and 2,205,262 warrants were issued in exchange for the cancellation of debt owed to Arch Hill
(4) Ventures, an entity controlled by Arch Hill Capital. Arch Hill Ventures transfers the debentures and warrants to Stichting LTC. The securities transfer resulted in a change in the form of the beneficial ownership of Issuer securities held by Arch Hill Capital and Stichting LTC exempt under Rule 16a-13 of the Exchange Act.

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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