GAYNOR JOSEPH J JR

Form 4 October 31, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * GAYNOR JOSEPH J JR

(First)

(State)

2603 CHALLENGER TECH

Symbol LIGHTPATH TECHNOLOGIES

INC [LPTH]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

(Month/Day/Year) 10/27/2011

(Street) 4. If Amendment, Date Original

(Middle)

(Zip)

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

President & CEO

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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Number:

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response...

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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

_X__ Director

X_ Officer (give title

ORLANDO, FL 32826

COURT, SUITE 100

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Class A

12,253 D Common

Class A 722 D Common (4)

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

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	Code	ransactionDerivative ode Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Am Underlying Sec (Instr. 3 and 4)	
				Code V	I	(A)	(D)	Date Exercisable	Expiration Date	Title N
Non-qualified stock option	\$ 3.47 (2)							07/24/2008	07/24/2016	Class A Common
Non-qualified stock option	\$ 4.8 <u>(1)</u>							10/27/2007	10/27/2016	Class A Common
Incentive stock option	\$ 3.05							11/06/2008(1)	11/06/2017	Class A Common
Incentive stock option	\$ 2.1							01/31/2009(1)	01/31/2018	Class A Common
8% Convertible Debt	\$ 1.4							08/01/2008	08/01/2011	Class A Common
Common stock warrant	\$ 1.68							08/01/2008	08/01/2013	Class A Common
Common stock warrant	\$ 1.89							08/01/2008	08/01/2013	Class A Common
Common stock warrant (3)	\$ 0.87							12/31/2008	12/31/2013	Class A Common
Common stock option	\$ 2.66							02/04/2011(1)	02/04/2020	Class A Common
Common stock warrant	\$ 2.48							10/08/2010	10/08/2015	Class A Common
incentive stock option	\$ 2.69							11/03/2011(1)	11/03/2020	Class A Common
Incentive stock option	\$ 1.39	10/27/2011		A	40	0,000		10/27/2012(1)	10/27/2021	Class A Common

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

GAYNOR JOSEPH J JR 2603 CHALLENGER TECH COURT SUITE 100

President & CEO

X

ORLANDO, FL 32826

Signatures

/s/ Joseph James Gaynor 10/31/2011

**Signature of Reporting Date
Person

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) Vests over 4 years.
- (2) These stock options vest over two years.
- (3) These warrants were issued pursuant to amendment #1 to 8% senior debentures.
- (4) These shares are annual interest payment on convertible debentures.

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.

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