

GIGA TRONICS INC
Form SC 13G/A
February 13, 2004

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 3)

(Name of Issuer) Giga-tronics Inc.

(Title of Class of Securities) Common Stock

(CUSIP Number) 375175106

(Date of Event Which Requires Filing of this Statement) December 31, 2003

Check the appropriate box to designate the rule pursuant to which this
Schedule
is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

CUSIP No. 375175106

1. Names of Reporting Persons.

Laurence W. Lytton

2. Check the Appropriate Box if a Member of a Group (See Instructions)

- a)
- (b)

3. SEC Use Only

4. Citizenship or Place of Organization

USA

5. Sole Voting Power 372,380

6. Shared Voting Power 0

7. Sole Dispositive Power 372,380

8. Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting
Person

372,380

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
(See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

7.9%

12. Type of Reporting Person (See Instructions)

IN

Item 1.

(a) Name of Issuer Giga-tronics Inc

(b) Address of Issuer's Principal Executive Offices

Giga-tronics Inc.
4650 Norris Canyon Rd.
San Ramon, CA 94583

Item 2.

(a) Name of Person Filing Laurence W. Lytton

(b) Address of Principal Business Office or, if none, Residence

28 Sherwood Place
Scarsdale, NY 10583

(c) Citizenship USA

(d) Title of Class of Securities Common

(e) CUSIP Number 375175106

Item 3. not applicable

Item 4. Ownership.

(a) Amount beneficially owned: 372,380.

(b) Percent of class: 7.9%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote 372,380.

(ii) Shared power to vote or to direct the vote 0.

(iii) Sole power to dispose or to direct the disposition of 372,380.

(iv) Shared power to dispose or to direct the disposition of 0.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

____2/12/04_____

Date

____s/ Laurence W. Lytton_____

Signature

____Laurence W. Lytton_____

Name/Title