

LIGHTPATH TECHNOLOGIES INC

Form 4

April 10, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAGOS JAMES L

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)
C/O 2603 CHALLENGER TECH
CT, SUITE 100

3. Date of Earliest Transaction
(Month/Day/Year)
04/05/2007

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
SVP - SALES

(Street)
ORLANDO, FL 32826

4. If Amendment, Date Original
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
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Class A Common ⁽¹⁾					6,900	D	
Class A Common ⁽¹⁾					7,500	D	
Class A Common ⁽¹⁾					5,000	D	
Class A Common	04/05/2007	04/05/2007	S		600	D	\$ 6.5 19,400

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Non-qualified stock option	\$ 2.8					08/05/2008 08/05/2015	Class A Common 3,214
Non-qualified stock option	\$ 4.42					10/20/2005 10/20/2014	Class A Common 4,000
Incentive Stock Option	\$ 4.88					01/27/2007 01/27/2016	Class A Common 1,000
Incentive Stock Option	\$ 4.88					01/27/2008 01/27/2016	Class A Common 1,000
Incentive Stock Option	\$ 4.8 ⁽²⁾					10/27/2007 10/27/2016	Class A Common 20,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MAGOS JAMES L C/O 2603 CHALLENGER TECH CT SUITE 100 ORLANDO, FL 32826	SVP - SALES

Signatures

/s/ James L.
Magos

04/10/2007

 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 award vested over 2 years

(2) Vests over four years

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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