

LIGHTPATH TECHNOLOGIES INC

Form 4

July 17, 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 *
Patton Edward Kingston

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)

07/17/2007

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

VP - Marketing

C/O 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)
__X__ 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 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)
Class A Common Stock				(A) or (D)	2,869	D	

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
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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)**

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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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)		Amount or Number of Shares	
Non-qualified stock option	\$ 2.8						08/05/2008	08/05/2015 ⁽³⁾	Class A Common	3,2
Non-qualified stock option	\$ 4.42						10/20/2005	10/20/2014	Class A Common	4,0
Restricted stock unit	\$ 0 ⁽¹⁾						10/20/2004 ⁽²⁾	10/20/2014	Class A Common	2,5
Restricted stock unit	\$ 0 ⁽¹⁾						10/20/2005 ⁽²⁾	10/20/2014	Class A Common	2,5
Incentive Stock Option	\$ 4.88						10/27/2007	01/27/2016	Class A Common	1,0
Incentive Stock Option	\$ 4.88						01/27/2008	01/27/2016	Class A Common	1,0
Incentive Stock option	\$ 4.8						10/27/2007	10/27/2016	Class A Common	0

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Patton Edward Kingston C/O 2603 CHALLENGER TECH COURT SUITE 100 ORLANDO, FL 32826			VP - Marketing	

Signatures

/s/ Edward K
Patton

07/17/2007

**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 units convert as a 1-to 1 ratio to Class A Common

(2) The Reporting person shall be eligible to electivity receive one share of the Class A Common for each restricted stock unit as this date subject to continued employment

(3) These stock options vest 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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