LIGHTPATH TECHNOLOGIES INC
Form 4
November 14, 2005

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SILVERMAN GARY

(Last) (First) (Middle)

2603 CHALLENGER TECH CT., SUITE 100

(Street)

ORLANDO, FL 32826

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
LIGHTPATH TECHNOLOGIES INC [LPTH]

3. Date of Earliest Transaction (Month/Day/Year)
11/10/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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								9,937	D	
Class A Common								875	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 displays a currently valid OMB control number.

SEC 1474 (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	$ 2.41	11/10/2005		A		2,033		11/10/2006	11/10/2015	Class A Common	2,03
Non-qualified stock option	$ 2.41	11/10/2005		A		2,033		11/10/2007	11/10/2015	Class A Common	2,03
Non-qualified stock option	$ 2.41	11/10/2005		A		2,034		11/10/2008	11/10/2015	Class A Common	2,03
Restricted stock unit	$ 0 (1)	11/10/2005		A		3,333		11/10/2006	11/10/2015	Class A Common	3,33
Restricted stock unit	$ 0 (1)	11/10/2005		A		3,333		11/10/2007	11/10/2015	Class A Common	3,33
Restricted stock unit	$ 0 (1)	11/10/2005		A		3,334		11/10/2008	11/10/2015	Class A Common	3,33
Restricted stock unit (2)	$ 0 (1)							10/20/2004	10/20/2014	Class A Common	6,00
Restricted stock unit	$ 0 (1)							10/20/2005	10/20/2014	Class A Common	2,85
Restricted stock unit	$ 0 (1)							10/20/2006	10/20/2014	Class A Common	2,85

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SILVERMAN GARY 2603 CHALLENGER TECH CT. SUITE 100 ORLANDO, FL 32826	X			

Signatures

Gary S. Silverman	11/14/2005
**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) Restricted stock units convert at a 1-to-1 ratio to Class A Common

(2) Granted as vested in lieu of grant in prior year.

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.