

BRUECK STEVEN R J
 Form 4
 February 01, 2013

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 *
 BRUECK STEVEN R J

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)
 01/31/2013

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

2603 CHALLENGER TECH CT, SUITE 100

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		
Class A Common ⁽³⁾					13,908	D	

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

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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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Non-qualified stock option	\$ 2.77							11/10/2006	11/10/2015	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾							11/10/2006	11/10/2015	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾							10/20/2004	10/20/2014	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾							10/20/2005	10/20/2014	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾							10/27/2007	10/27/2016	Class A Common
Restricted stock unit	\$ 0 ⁽¹⁾							⁽²⁾	11/06/2017	Class A Common
8% Convertible debenture	\$ 1.54							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
Restricted stock unit	\$ 0 ⁽¹⁾							10/30/2009	10/30/2011 ⁽⁴⁾	Class A Common
Common Stock Warrant ⁽⁵⁾	\$ 0.87							12/31/2008	12/31/2013	Class A Common
Restricted Stock Unit	\$ 0							02/04/2010 ⁽⁴⁾	02/04/2013	Class A Common
Restricted stock unit	\$ 0							11/03/2011 ⁽⁴⁾	11/03/2013	Class A Common
Restricted stock unit	\$ 0							10/27/2012 ⁽⁴⁾	10/27/2014	Class A Common
Restricted stock unit	\$ 0	01/31/2013		A	40,000			01/31/2014	01/31/2023	Class A Common

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRUECK STEVEN R J 2603 CHALLENGER TECH CT SUITE 100 ORLANDO, FL 32826	X			

Signatures

/s/ Dr. Steven R. J. Brueck	02/01/2013
**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) These restricted stock units vest over 4 years.
- (3) These shares are held in the Steven R. J. Cynthia H. Brueck Revocable Trust UTA dtd. 3-14-1991.
- (4) These restricted stock units vest over three years.
- (5) These warrants were issued pursuant to amendment #1 to 8% 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.