

LANTRONIX INC
Form 4
April 26, 2005

FORM 4

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

OMB APPROVAL

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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 *
EMPIRE CAPITAL PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol
LANTRONIX INC [LTRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O EMPIRE G P LLC, 1 GORHAM ISLAND

3. Date of Earliest Transaction (Month/Day/Year)
04/22/2005

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

(Street)
WESTPORT, CT 06880

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------------------|----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 04/22/2005 | | P | | 13,757 | A | \$ 1.59 | 7,060,190 ⁽¹⁾ I | See Footnote (2) (3) |
| Common Stock | 04/25/2005 | | P | | 27,810 | A | \$ 1.59 | 7,088,000 ⁽¹⁾ I | See Footnote (2) (3) |
| Common Stock | 04/25/2005 | | P | | 17,800 | A | \$ 1.6 | 7,105,800 ⁽¹⁾ I | See Footnote (2) (3) |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| EMPIRE CAPITAL PARTNERS LP C/O EMPIRE G P LLC 1 GORHAM ISLAND WESTPORT, CT 06880 | | X | | |

Signatures

EMPIRE CAPITAL PARTNERS, LP, /s/ Scott A. Fine
Date: 04/26/2005

__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).

The shares of Common Stock this note relates to are held directly by Empire Capital Partners, L.P. ("Empire Capital"), with respect to the 3,136,583 shares, Empire Capital Partners, Ltd. a Cayman Islands exempted company ("Offshore") as to 2,620,136 shares, Empire Capital Partners II, Ltd., a Cayman Islands exempted company ("Offshore II") as to 444,102 shares, Charter Oak Partners, LP a Delaware Limited Partnership ("Charter Oak") as to 796,308 shares and Charter Oak Partners II ("Charter Oak II") as to 108,671 shares of Common Stock directly owned by it.

Empire Capital GP, L.L.C. ("Empire GP"), serves as general partner of Empire Capital. The Empire Capital Management L.L.C. (the "Investment Manager") serves as the investment Manager and has investment discretion over the securities held by Offshore, Offshore I, Charter Oak and Charter Oak II. Mr. Scott Fine and Peter Richards are managing members of Empire GP.

(3)

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Empire Capital, Empire GP, the Investment Manager and Mr. Fine each disclaims any beneficial ownership of any of the Issuer's securities to which this Form 4 relates for the purposes of the Securities Exchange Act of 1934, as amended (the "Act"), except as to such securities in which each such person may be deemed to have an indirect pecuniary interest pursuant to the Act.

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.