

LIGHTPATH TECHNOLOGIES INC  
 Form 4  
 November 14, 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 \*  
**RIPP ROBERT**

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)  
**2603 CHALLENGER TECH CT., SUITE 100**  
 (Street)

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

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

**ORLANDO, FL 32826**

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

(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					142,863	D	
Class A Common					7,812	I	Trusts - Children <sup>(1)</sup>

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

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SEC 1474 (9-02)

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**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 Security (Instr. 3 and 4)	8. An	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Num Sh
Common Stock Warrant (right to buy)	\$ 3.2					01/05/2004	09/30/2013	Class A Common	10
Common Stock Warrant (right to buy)	\$ 48					11/05/1999	11/10/2009	Class A Common	2
Common Stock Warrant (right to buy)	\$ 48					11/05/1999	11/10/2009	Class A common	1
Restricted Stock Unit <sup>(4)</sup>	\$ 0 <sup>(2)</sup>					10/20/2004 <sup>(3)</sup>	10/20/2014	Class A Common	6
Restricted Stock Unit	\$ 0 <sup>(2)</sup>					10/20/2005 <sup>(3)</sup>	10/20/2014	Class A Common	2
Restricted Stock Unit	\$ 0 <sup>(2)</sup>					10/20/2006 <sup>(3)</sup>	10/20/2014	Class A Common	2
Non-qualified stock option	\$ 2.41	11/10/2005		A	2,033	11/10/2006	11/10/2015	Class A Common	2
Non-qualified stock option	\$ 2.41	11/10/2005		A	2,033	11/10/2007	11/10/2015	Class A Common	2
Non-qualified stock option	\$ 2.41	11/10/2005		A	2,034	11/10/2008	11/10/2015	Class A Common	2
Restricted Stock Unit	\$ 0 <sup>(2)</sup>	11/10/2005		A	3,333	11/10/2006 <sup>(3)</sup>	11/10/2015	Class A Common	3
Restricted Stock Unit	\$ 0 <sup>(2)</sup>	11/10/2005		A	3,333	11/10/2007 <sup>(3)</sup>	11/10/2015	Class A Common	3
Restricted Stock Unit	\$ 0 <sup>(2)</sup>	11/10/2005		A	3,334	11/10/2008 <sup>(3)</sup>	11/10/2015	Class A Common	3

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

RIPP ROBERT  
2603 CHALLENGER TECH CT. X  
SUITE 100  
ORLANDO, FL 32826

## Signatures

Robert Ripp 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) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.
- (2) Restricted stock units convert at a 1-to-1 ratio to Class A Common
- (3) The reporting person shall be eligible to electively receive one share of Class A Common for each restricted stock unit at this date subject to continued employment
- (4) 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.