BURTON THOMAS W

Form 4

March 04, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * **BURTON THOMAS W**

(First)

(Street)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

LANTRONIX INC [LTRX]

3. Date of Earliest Transaction

(Month/Day/Year) 11/14/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

X Form filed by One Reporting Person Person

IRVINE, CA 92618

C/O LANTRONIX, 15353

BARRANCA PARKWAY

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Applicable Line)

Officer (give title

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

3. Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

OMB APPROVAL

3235-0287

January 31,

2005

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Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Former Director

6. Individual or Joint/Group Filing(Check

Form filed by More than One Reporting

below)

10% Owner X_ Other (specify

Estimated average

burden hours per

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to buy)	\$ 1	11/14/2007		A		25,000		<u>(1)</u>	11/14/2017	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Keiationsinps					
,	Director	10% Owner	Officer	Other		
BURTON THOMAS W C/O LANTRONIX, 15353 BARRANCA PARKWAY IRVINE, CA 92618				Former Director		

Signatures

/s/ Ronald Irick, Attorney-in-fact for Thomas W. Burton

03/04/2008

**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).
- Grant to Reporting Person of an option to purchase 25,000 shares of Common Stock under the Issuer's 2000 Stock Plan. The option vests and becomes exercisable as to 12,500 shares on November 14, 2008; 1/24th of the remaining 12,500 shares vests and becomes exercisable on December 14, 2008 and each one month anniversary thereafter.

Remarks:

Reporting Person ceased to be a Director of the Issuer on December 13, 2007.

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.

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