

WITTENSCHLAEGER THOMAS MICHAEL

Form 4/A

November 18, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
WITTENSCHLAEGER THOMAS
MICHAEL

(Last) (First) (Middle)

C/O LANTRONIX, INC., 167
TECHNOLOGY DRIVE

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
LANTRONIX INC [LTRX]3. Date of Earliest Transaction
(Month/Day/Year)
11/16/20114. If Amendment, Date Original
Filed(Month/Day/Year)
11/17/20115. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Amount		
				Code V	Amount		

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

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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Derivative Securities

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to buy)	\$ 1.39 ⁽²⁾	11/16/2011	A		23,750		⁽¹⁾	11/16/2018	Common Stock	23,750	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

WITTENSCHLAEGER THOMAS MICHAEL
C/O LANTRONIX, INC.
167 TECHNOLOGY DRIVE
IRVINE, CA 92618

X

Signatures

/s/ Jeremy Whitaker, Attorney-in-fact for Thomas
Wittenschlaeger

11/18/2011

__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 23,750 shares (the "Shares") of Common Stock under the Issuer's 2010 Stock

(1) Incentive Plan. One Hundred Percent (100%) of the Shares subject to the Option shall vest on the twelve (12) month anniversary of the Vesting Commencement Date, subject to the Optionee remaining a Service Provider as defined in the Issuer's 2010 Stock Incentive Plan.

(2) Form 4, as originally filed on November 17, 2011, set forth an incorrect exercise price per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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