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Form 4	NC									
August 23, 2013										
FORM 4			CECU	DITIEC				т	PPROVAL	
	UNITED	STATES		shington			E COMMISSION	N OMB Number:	3235-0287	
Check this box if no longer								Expires:	January 31, 2005	
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES Form 4 or							Estimated burden hou	Estimated average burden hours per response 0.5		
obligations may continue. See Instruction 1(b).	Section 17(a) of the l	Public U	Itility Hol	ding Cor		inge Act of 1934, t of 1935 or Section 1940	on		
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> Whitaker Jeremy			2. Issuer Name and Ticker or Trading Symbol LANTRONIX INC [LTRX]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (I	(Middle) 3. Date of Earliest Transaction						ex un applicabl	()	
C/O LANTRONIX, INC., 167 TECHNOLOGY DRIVE			(Month/Day/Year) 08/22/2013			Director 10% Owner X Officer (give title Other (specify below) Chief Financial Officer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
IRVINE, CA 92	618						Person	whole than one it	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date nth/Day/Year)	2A. Deem Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		6 I I	c			(D) Price				
Reminder: Report of	n a separate line	e for each cl	ass of sec	urities bene	-	-	or indirectly. spond to the colle	ction of	SEC 1474	
					inforn requir	nation con ed to resp lys a curre	tained in this form ond unless the for ontly valid OMB co	n are not rm	(9-02)	

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

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

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(Instr. 3)	Price of Derivative Security	(Month/I	Day/Year)	(Instr.	8)	Acquired or Dispos (D) (Instr. 3, 4 and 5)	ed of				(
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to buy)	\$ 1.56	08/22/2013		A		45,000		<u>(1)</u>	08/22/2020	Common Stock	45,000

Reporting Owners

Reporting Owner Name / Addre	SS			
	Director	10% Owner	Officer	Other
Whitaker Jeremy C/O LANTRONIX, INC. 167 TECHNOLOGY DRIV IRVINE, CA 92618	E		Chief Financial Officer	
Signatures				
/s/ Jeremy Whitaker	08/23/2013			

<u>**</u>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 option vests according to the following schedule: 25% of the option (11,250 shares) vests on the first anniversary of the grant date and the remainder of the option (33,750 shares) shall vest ratably each month thereafter over a period of 36 months.

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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