LANTRONIX INC Form 4/A November 26, 2002

5. If Amendment, Date of Original (Month/Day/Year)

11/26/02

|     |   |   | OMB APPROVAL                        |   |  |  |
|-----|---|---|-------------------------------------|---|--|--|
|     |   |   | Estimated ave                       | 3235-0287 January 31, 2005 rage burden ponse0.5 |  |  |
|     | UNITED STAT                                   | ES SECURITIES AND EXC<br>Washington, DC 205 |                                     | N   |  |  |
|     |   | FORM 4                                      |                                     |   |  |  |
|     | STATEMENT                                     | OF CHANGES IN BENEFI                        | ICIAL OWNERSHIP                     |   |  |  |
|     | Section 30(h                                  | Public Utility Holdi ) of the Investment (  | ing Company Act<br>Company Act of 1 | of 1935 or<br>940                               |  |  |
| \_  | Check this box if no l obligations may contin |   |                                     | or Form 5                                       |  |  |
| (Pi | rint of Type Responses)                       |   |                                     |   |  |  |
| 1.  | Name and Address of Re                        | porting Person*                             |                                     |   |  |  |
|     | Shafer  | David                                       |                                     |   |  |  |
|     | (Last)  | (First)                                     | (Middle                             | )   |  |  |
|     | 15353 Barranca Parkway                        |   |                                     |   |  |  |
|     |   | (Street)                                    |                                     |   |  |  |
|     | Irvine  | California                                  | 92618                               |   |  |  |
|     | (City)  | (State)                                     | (Zip)                               |   |  |  |
| 2.  | Issuer Name and Ticker                        | or Trading Symbol                           |                                     |   |  |  |
|     | Lantronix, Inc., LTRX                         |   |                                     |   |  |  |
| 3.  | I.R.S. Identification                         | Number of Reporting F                       | Person, if an en                    | tity (voluntary)                                |  |  |
| 4.  | Statement for Month/Da                        | y/Year                                      |                                     |   |  |  |
|     | 11/26/02                                      |   |                                     |   |  |  |

| 6.                                   | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) |                                   |        |          |       |                          |              |        |  |
|--------------------------------------|---|-----------------------------------|--------|----------|-------|--------------------------|--------------|--------|--|
|                                      | _  Director<br> X  Officer (give tit                                    | le below)                         |        |          |       | fy below)                |              |        |  |
|                                      | Vice President, World   | Wide Sales                        |        |          |       |                          |              |        |  |
| 7.                                   | 7. Individual or Joint/Group Filing (Check Applicable line)             |                                   |        |          |       |                          |              |        |  |
| (Check all applicable)   _  Director |   |                                   |        |          |       |                          |              |        |  |
| ====                                 | (Check all applicable)   _  Director                                    |                                   |        |          |       |                          |              |        |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |
| ====                                 |   | Check all applicable)    Director |        |          |       |                          |              |        |  |
|                                      |   |                                   |        |          |       |                          |              | (7)    |  |
|                                      |   |                                   | Deemed | Transact | tion  | Disposed of (Instr. 3, 4 | D)<br>and 5) | (A) or |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |
|                                      | _   |                                   | -      | Code     | V<br> | Amount                   |              | Price  |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |
|                                      |   | 11/25/02                          |        | P<br>    |       | 5 <b>,</b> 425           | A            | \$0.89 |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |
|                                      |   |                                   |        |          |       |                          |              |        |  |

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

\_\_\_\_\_\_

|                           | 2.<br>Conversion<br>or<br>Exercise | Conver- sion or Exer- cise Price 3. of Trans- Deriv- action | ion<br>Date if<br>any | 8)     | - 1 , , |      | 6. Date Exercisable and Expiration Date (Month/Day/Year) |         | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |              |
|---------------------------|------------------------------------|---|-----------------------|--------|---------|------|--|---------|---|--------------|
| 1.<br>Title of            | of                                 |   |                       |        |         |      |  |         |   | Amount       |
| Derivative                | ative                              |   |                       |        |         |      |  | Expira- |   | Number       |
| (Instr. 3)                |                                    | AA)   | (mm/dd/<br>yy)        | Code V |         | )    | exer-<br>cisable   |         | Title   | of<br>Shares |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      |  |         |   |              |
|                           |                                    |   |                       |        |         |      | ·  |         |   |              |
|                           |                                    |   | :======               |        |         | ==== |  |         |   |              |
| Explanation of Responses: |                                    |   |                       |        |         |      |  |         |   |              |

/S/ DAVID SHAFER 11/26/02

\*\*Signature of Reporting Person Dat

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

\* 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).

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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