LANTRONIX INC Form 4

November 21, 2016

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(State)

(Zip)

FOLINO PAUL F Issuer Symbol LANTRONIX INC [LTRX] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) X_ Director 10% Owner Officer (give title Other (specify C/O LANTRONIX, INC., 7535 11/19/2016 below) IRVINE CENTER DRIVE, SUITE 100

2. Issuer Name and Ticker or Trading

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

IRVINE, CA 92618

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 5. Amount of 1. Title of 3. 4. Securities 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Common $M^{(1)}$ 11/19/2016 \$0 5,000 A 90,968 D Stock

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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4. 5. Number 6		6. Date Exercisable and		7. Title and Amount of		8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction Derivative		Expiration Date		Underlying Securities		Deriva
Security	or Exercise		any	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)		Securi
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired					(Instr.
	Derivative				(A) or					
	Security				Disposed of					
					(D)					
				(Instr. 3, 4,						
					and 5)					
						Date Exercisable	Expiration Date	Title	Amount or Number of	
				Code V	(A) (D)				Shares	
Retricted Stock Units	<u>(2)</u>	11/19/2016		M	5,000	(3)	(3)	Common Stock	5,000	\$

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FOLINO PAUL F C/O LANTRONIX, INC. 7535 IRVINE CENTER DRIVE, SUITE 100 IRVINE, CA 92618



Signatures

/s/ Jeremy Whitaker, Attorney-in fact for Paul F. Folino

11/21/2016

**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) Represent shares of common stock issued upon the vesting of restricted stock units ("RSUs") granted on November 19, 2015 (the "Grant Date").
- (2) RSUs convert into common stock on a one-for-one basis.
- (3) The RSUs vest at the rate of one half (1/2) of the shares vesting six (6) months following the Grant Date, and one half (1/2) of the shares vesting on the first anniversary of the Grant Date, such that the RSUs will be fully (100%) vested after one (1) 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.

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