Edgar Filing: Miller Daryl R - Form 4

Miller Daryl	R											
Form 4												
June 15, 201	8											
FORM	14									PPROVAL		
UNITED STATES SECURITIES AND EXCHA Washington, D.C. 20549							NGE (COMMISSION	OMB Number:	3235-0287		
Check this box										January 31,		
if no longer subject to STATEMENT OF				CHANGES IN BENEFICIAL OWNERSHIP OF						Expires: 2005 Estimated average		
Section 1				SECURITIES					burden hours per			
Form 4 o	r								response 0.			
Form 5	Filed p	oursuant to	Section 1	6(a) of the	e Securiti	ies Ez	kchang	e Act of 1934,				
obligation may cont		7(a) of the	Public Ut	ility Hold	ing Com	ipany	Act of	f 1935 or Section	n			
See Instru		30(h)	of the In	vestment	Compan	y Act	of 194	40				
1(b).												
(Print or Type F	Responses)											
(11110 of 1)per	(espenses)											
1. Name and A	ddress of Reportin	ng Person [*]	2. Issuer	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to				
Miller Dary	l R		Symbol					Issuer				
			LANTR	LANTRONIX INC [LTRX]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	insaction			(Check an applicable)				
				Ionth/Day/Year)				Director 10% Owner				
C/O LANTI	RONIX, INC.,	7535	06/14/20	-				Officer (give title Other (specify				
IRVINE CENTER DRIVE, SUITE								below) below) VP, Engineering				
100									, Engineering			
	(Street)		4. If Ame	ndment, Dat	e Original			6. Individual or Jo	oint/Group Filin	ng(Check		
				d(Month/Day/Year)				Applicable Line)				
								X Form filed by C				
IRVINE, CA	A 92618							Form filed by M Person	Iore than One Re	eporting		
(City)	(State)	(Zip)	Tabl	e I - Non-Do	erivative S	Securi	ties Aco	uired, Disposed of	f. or Beneficial	lv Owned		
1.Title of	2. Transaction E	Date 2A. Dee		3.				5. Amount of	6. Ownership	•		
Security	(Month/Day/Ye		on Date, if Transaction(A) or Disposed of Code (D)						Form: Direct Ir (D) or B			
(Instr. 3)		any						Beneficially		Beneficial		
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned Following	Indirect (I) (Instr. 4)	Ownership (Instr. 4)		
								Reported	(IIISU. 4)	(IIIsu. 4)		
						(A)		Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common	06/14/2019							22 207	D			
Stock	06/14/2018			M <u>(1)</u>	1,250	А	\$0	33,387	D			
Common							\$					
Stock	06/14/2018			F <u>(2)</u>	421	D	\$ 2.75	32,966	D			

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Underlying Securities		8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	06/14/2018		М	1,250	<u>(1)</u>	(1)	Common Stock	1,250	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
I. O. T. T. T. T. T. T. T.	Director	10% Owner	Officer	Other		
Miller Daryl R C/O LANTRONIX, INC. 7535 IRVINE CENTER DRIVE, SUITE 100 IRVINE, CA 92618			VP, Engineering			
Signatures						
/s/ Jeremy Whitaker, Attorney-in-fact for Daryl Miller		06/15/2018	3			
**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).

Represents Restricted Stock Units ("RSUs") granted on September 14, 2016. The restricted stock units ("RSUs") vest such that (a) 25% of the shares (5,000 shares) vested on September 14, 2017, the one-year anniversary of the grant date and (b) 1/16 of the shares (1,250

- (1) the shares (5,000 shares) vested on September 14, 2017, the one-year anniversary of the grant date and (6) 1710 of the shares (1,250 shares) vest quarterly thereafter, such that one hundred percent (100%) of the RSUs will be fully vested on the four-year anniversary of the grant date.
- (2) In accordance with the terms of the RSU Agreement, 421 shares of Lantronix, Inc. common stock were withheld at vesting to cover required tax withholding.

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.