LANTRONIX INC

Form 4

February 23, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

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 ** BRUSCHA BERNHARD			2. Issuer Name a	and Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle)		(Middle)	LANTRONIX 3. Date of Earlies		(Check all applicable)				
C/O LANTRONIX, 15353 BARRANCA PARKWAY		(Month/Day/Year 02/19/2009	·)	X Director Z 10% Owner Officer (give title below) Other (specify below)					
(Street) IRVINE,, CA 92618			4. If Amendment,	Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
			Filed(Month/Day/Y	(ear)					
(City)	(State)	(Zip)	Table I - No	n-Derivative Securities Acq		, or Beneficial	ly Owned		
1.Title of	2. Transaction	Date 2A. Dee	med 3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature of		

							, <u></u>	,	•
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. Transactio	4. Securities Acquired n(A) or Disposed of (D)			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect	
(Instr. 3)		any	Code	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
· ·		(Month/Day/Year)	(Instr. 8)	,			Owned	Indirect (I)	Ownership
		•					Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			C 1 W		or	ъ.	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			~
Common Stock	02/19/2009		P	18,101	A	\$ 0.49	23,169,611	I	See Note
Common Stock	02/20/2009		P	7,000	A	\$ 0.49	23,176,611	I	See Note

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	2.	3. Transaction Date		4.	5.	6. Date Exer		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
BRUSCHA BERNHARD C/O LANTRONIX 15353 BARRANCA PARKWAY IRVINE,, CA 92618	X	X				

Signatures

/s/ Ronald Irick, Attorney-in-fact for Bernhard Bruscha

02/23/2009

**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 shares are held by TL Investment GmbH of which Reporting Person is sole owner.

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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