Sakai Reagan Form 4/A November 06, 2009

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

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

Check this box

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.

See Instruction 1(b).

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Sakai Reagan

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

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LANTRONIX INC [LTRX]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 09/15/2009

Director 10% Owner X_ Officer (give title Other (specify

(Check all applicable)

Chief Financial Officer

below)

C/O LANTRONIX, 15353 **BARRANCA PARKWAY**

4. If Amendment, Date Original

Filed(Month/Day/Year)

09/18/2009

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

below)

IRVINE, CA 92618

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (T)

(Instr. 4)

Ownership (Instr. 4)

(A) Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Reported

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)

1. Title of Derivative

Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired Disposed (Instr. 3, 4 5)			F(D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Grant of Option to Purchase Common	\$ 0.66	09/15/2009		A		266,404 (1)		(2)	09/01/2019	Common Stock	266,404

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sakai Reagan

Stock

C/O LANTRONIX
15353 BARRANCA PARKWAY
Chief Financial Officer

IRVINE, CA 92618

Signatures

/s/ Ronald Irick, Attorney-in-fact for Reagan Sakai 11/06/2009

**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 Form 4 filed by Reporting Person on September 18, 2009 erroneously reported a grant to Reporting Person of an option to purchase 451,909 shares, rather than the actual 266,404 share option granted.
- Grant to Reporting Person of an Option to purchase 266,404 shares of Common Stock under the Issuer's 2000 Stock Plan. The grant vests (2) and becomes exercisable as to 66,601 shares on September 1, 2010 and on each succeeding September 1st and will be fully vested on September 1, 2013.

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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