## Edgar Filing: WARWICK JOHN - Form 4

Form 4 December 02											
FORM	4 UNITE	<ul> <li>UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549</li> <li>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES</li> <li>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 20(b) of the Investment Company Act of 1940</li> </ul>								PROVAL 3235-0287	
Check this if no long subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru 1(b).	er <b>STATI</b> 5. Filed p snue. Section 1								Expires: January 31, 2005 Estimated average burden hours per response 0.5		
(Print or Type R	esponses)										
			<ol> <li>Issuer Name and Ticker or Trading Symbol</li> <li>LANTRONIX INC [LTRX]</li> <li>Date of Earliest Transaction</li> </ol>				5	5. Relationship of Reporting Person(s) to Issuer			
							(Check all applicable)				
(Month			(Month/D	onth/Day/Year) /01/2005				Director 10% Owner X Officer (give title Other (specify below) below) Vice President of Operations			
			endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
IRVINE, CA	92618							Form filed by M Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Yea	ar) Executio any		3. Transactio Code (Instr. 8) Code V	4. Securit n(A) or Dis (Instr. 3, 4)	sposed	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Stock	12/01/2005			S	11,000 (1)	D	\$ 1.54	796	D		

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

Persons who respond to the collection of information contained in this form are not 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 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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Under Secur	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
WARWICK JOHN			Vice					
15353 BARRANCA PARKWAY	President of							
IRVINE, CA 92618	Operations							
Signatures								
/ / * 1								

/s/ John Warwick

12/02/2005

<u>\*\*</u>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 securities sold were previously purchased through an employee stock purchase plan registered with the SEC on Form S-8 and approved by the Board of Directors and thus such transaction is exempt from Section 16b pursuant to Rule 16b-3(d)(1).

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.