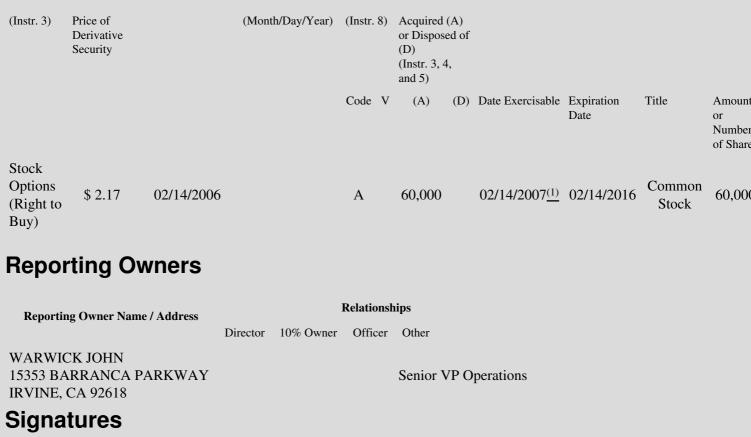
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WARWICK JOH Form 4	IN									
February 21, 200	6									
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							NT.	OMB APPROVAL		
		SIAILS			$\mathbf{D} \mathbf{L} \mathbf{X}$			N OMB Number:	3235-0287	
Check this box if no longer			Expires:	January 31, 2005						
subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,							burden hou response	Estimated average burden hours per response 0.5	
obligations may continue. See Instruction 1(b).	Section 17(a) of the l	Public U	tility Hol	lding Con		of 1935 or Secti			
(Print or Type Respo	nses)									
1. Name and Address of Reporting Person <u>*</u> WARWICK JOHN			2. Issuer Name and Ticker or Trading Symbol LANTRONIX INC [ltrx]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (1	Middle)	3. Date of	of Earliest T	ransaction		(em	en un apprecei		
15353 BARRAN	ICA PARKV	WAY	(Month/) 02/14/2	Day/Year) 2006			below)	ve title 109 below) ior VP Operation		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
IRVINE, CA 92							Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
(Instr. 3) any		Execution	Date, if TransactionAcquired (A) or Code Disposed of (D)		(A) or of (D) and 5)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D) Price	Transaction(s) (Instr. 3 and 4)			
Reminder: Report on	a separate line	for each cl	ass of sec	urities bene	ficially own	ed directly	or indirectly.			
					inform require	ation cont ed to resp ys a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

 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	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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/s/ John Warwick

**Signature of Reporting Person

02/21/2006

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).
- On 02/14/2006, the Reporting Person was granted an option to purchase 60,000 shares of Common Stock, 25% of which vest on (1)02/14/2007, and the remaining 75% vest monthly at 1/36 per month for the next 36 months.

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.