### LANTRONIX INC

Form 4 June 29, 2006

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005 Estimated average

burden hours per response... 0.5

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

obligations

1(b).

may continue.

See Instruction

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \* Empire Capital Management, L.L.C. 2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

06/27/2006

(Middle)

LANTRONIX INC [LTRX]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

X\_\_ 10% Owner \_ Other (specify

1 GORHAM ISLAND

6. Individual or Joint/Group Filing(Check

Director

Officer (give title

(Street)

(Stata)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

WESTPORT, CT 06880

(City)

(City)	(State) (	Table Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/27/2006		P	15,300	A	\$ 2.02	7,927,000 (1)	I	See Note 2 and Note 3 (2) (3)
Common Stock	06/28/2006		P	4,500	A	\$ 2.04	7,931,500 (1)	I	See Note 2 and Note 3 (2) (3)

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	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	n Date		nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(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)						
									A		
									Amount		
						Date Exercisable		T:41-	or Namelana		
								Title Number of			
				C 1 W	(A) (D)						
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

Empire Capital Management, L.L.C. 1 GORHAM ISLAND WESTPORT, CT 06880

# **Signatures**

Scott A Fine 06/29/2006 \*\*Signature of Date Reporting Person

### **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).

X

- 1. The shares of Common Stock this note relates to are held directly by Empire Capital Partners, L.P. ("Empire Capital"), with respect to the 3,313,836 shares, Empire Capital Partners, Ltd. a Cayman Islands exempted company ("Offshore") as to 2,943,553 shares, Empire
- (1) Capital Partners II, Ltd., a Cayman Islands exempted company ("Offshore II") as to 563,975 shares, Charter Oak Partners, LP a Delaware Limited Partnership ("Charter Oak") as to 982,015 shares and Charter Oak Partners II ("Charter Oak II") and collectively with Empire Capital, Offshore, Offshore II, and Charter Oak, "the Empire Funds") as to 128,121 shares of Common Stock directly owned by it.
- 2. Empire Capital Management L.L.C. (the "Investment Manager") serves as the Investment Manager and has investment discretion over (2) the securities held by Offshore, Offshore II, Charter Oak and Charter Oak II. Empire Capital GP, L.L.C. ("Empire GP"), serves as general partner of Empire Capital. Mr. Scott Fine and Mr. Peter Richards are managing members of the Investment Manager and Empire GP
- 3. The Investment Manager, Empire GP and the Empire Funds, disclaim beneficial ownership of any of the Issuer's securities to which (3) this Form 4 relates for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), except as to such securities in which each such person may be deemed to have a pecuniary interest pursuant to the Act.

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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