Edgar Filing: LANTRONIX INC - Form 4

LANTRONIE Form 4	X INC											
August 01, 2	006											
										OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287		
Check thi if no long subject to Section 1 Form 4 or Form 5	6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								January 31, 2005 average rs per 0.5		
obligatior may conti <i>See</i> Instru 1(b).	¹⁸ Section 17 inue. action	(a) of the	Public Ut		ling Com	pany	Act of	1935 or Section	n			
(Print or Type R	Responses)											
Empire Capital Management, L.L.C. Symbol				Name and			g	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First)				-	1		(Check all applicable)				
(Month/			(Month/D 07/21/20	-				DirectorOfficer (give titleOther (specify below)				
				ndment, Date Original th/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
WESTPORT	Г, СТ 06880								fore than One Re			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuri	ties Acq	uired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Fransaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year)		3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			l 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	07/21/2006			P	17,000	(D) A	\$ 1.74	7,948,500 <u>(1)</u>	I	See Note 2 and Note 3 (2) (3)		
Common Stock	07/28/2006			Р	4,700	А	\$ 1.63	7,953,200 <u>(1)</u>	Ι	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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu: Bene Own 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							
			10% Owner	Officer	Other				
Empire Capital Manageme 1 GORHAM ISLAND WESTPORT, CT 06880		Х							
Signatures									
Scott A Fine	08/01/200	6							
<u>**Signature of</u>	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).

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 585,675 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.
- Empire Capital Management L.L.C. (the "Investment Manager") serves as the Investment Manager and has investment discretion over the
 (2) 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.

The Investment Manager, Empire GP and the Empire Funds, disclaim beneficial ownership of any of the Issuer's securities to which this(3) 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.

Reporting Person