Edgar Filing: LANTRONIX INC - Form 4

LANTRONI. Form 4	X INC											
May 23, 200									OMB AF	PROVAL		
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB Number:	3235-0287		
Check thi if no long subject to	er STATEM									January 31, 2005 Iverage		
Section 1 Form 4 or	6.	SECURITIES										
Form 5 obligation may conti <i>See</i> Instru 1(b).	$\frac{18}{1000}$ Section 17(a	response 0.5 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 R	Responses)											
Empire Capital Management, L.L.C. Symbol				Name and			g	5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 3. Date of Earlie					-	-1		(Check all applicable)				
			(Month/D 05/19/20	-				Director X10% Owner Officer (give title Other (specify below)				
				ndment, Date Original hth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
WESTPORT	Г, СТ 06880							Form filed by N Person				
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ties Acq	uired, Disposed of	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. Transactio Code (Instr. 8)	4. Securiti on(A) or Dis (Instr. 3, 4	posed and 5 (A)	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)					
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Common Stock	05/19/2006			Р	25,540	А	\$ 2.03	7,809,340 <u>(1)</u>	Ι	See Note 2 and Note 3 (2) (3)		
Common Stock	05/22/2006			Р	4,998	А	\$ 1.95	7,814,338 <u>(1)</u>	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 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	05/23/200)6							
<u>**</u> Signature of	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 3,223,729 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 541,938 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 123,103 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