

ARCH HILL CAPITAL NV

Form 4

October 25, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ARCH HILL CAPITAL NV

2. Issuer Name **and** Ticker or Trading
Symbol
LITHIUM TECHNOLOGY CORP
[LTHU]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
10/21/2005

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

PARKWEG2, 2585
JJ'S-GRAVENHAGE

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

THE NETHERLANDS, P7

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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				(A) or (D)	148,568,284	I <u>(1)</u>	Held by Stichting Gemeenschappelijk Bezit LTC <u>(1)</u>
COMMON STOCK				(A) or (D)	5,981,036	I <u>(2)</u>	Held by Stichting Gemeenschappelijk Bezit GAIA <u>(2)</u>

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underly (Instr. 3)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
10% DEBENTURES	\$ 0.0167 (3)	10/21/2005		P		264,103,114		10/21/2005	10/21/2007	COMM STO
WARRANTS	\$ 0.38	10/21/2005		P		2,205,262		10/21/2005	10/21/2010	COMM STO
WARRANTS	\$ 0.0625							08/30/2004	08/30/2008	COMM STO
WARRANTS	\$ 0.075							08/30/2004	08/30/2008	COMM STO
WARRANTS	\$ 0.0625							08/30/2004	08/30/2008	COMM STO
WARRANTS	\$ 0.075							08/30/2004	08/30/2008	COMM STO
WARRANTS	\$ 2							04/13/2004	04/13/2009	COMM STO
WARRANTS	\$ 2.4							04/13/2004	04/13/2009	COMM STO

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ARCH HILL CAPITAL NV PARKWEG2 2585 JJ'S-GRAVENHAGE THE NETHERLANDS, P7		X		

Stichting Gemeenschappelijk Bezit LTC
PARKWEG2
2585 JJ'S-GRAVENHAGE
THE NETHERLANDS, P7

X

Signatures

/s/ Harry H. van
Andel 10/21/2005

__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) Held by Stichting Gemeenschappelijk Bezit LTC, an entity controlled by Arch Hill Capital, N.V.

(2) Held by Stichting Gemeenschappelijk Bezit GAIA, an entity controlled by Arch Hill Capital, N.V.

Assumed conversion price of \$0.0167. Debentures are convertible at the option of the holder into shares of our common stock at the
(3) lesser of (i) \$2.00 and (ii) the average of the lowest 3 intra-day trading prices during the 20 trading days immediately prior to the conversion date discounted by 50%.

\$4,410,522 of convertible debentures and 2,205,262 warrants were issued in exchange for the cancellation of debt owed to Arch Hill
(4) Ventures, an entity controlled by Arch Hill Capital. Arch Hill Ventures transfers the debentures and warrants to Stichting LTC. The securities transfer resulted in a change in the form of the beneficial ownership of Issuer securities held by Arch Hill Capital and Stichting LTC exempt under Rule 16a-13 of the Exchange Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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