

LANTRONIX INC

Form 4

March 02, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EMPIRE CAPITAL PARTNERS LP

(Last) (First) (Middle)

**C/O EMPIRE G P LLC, 1
GORHAM ISLAND**

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LANTRONIX INC [LTRX]

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

02/28/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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

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)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/28/2005		P		118,000	A	\$ 1.6	6,250,100 ⁽²⁾	I See Footnotes ⁽¹⁾ ⁽³⁾
Common Stock	03/01/2005		P		74,666	A	\$ 1.53	6,324,766 ⁽²⁾	I See Footnotes ⁽¹⁾ ⁽³⁾

See
Footnotes
(1) (3)

See
Footnotes
(1) (3)

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

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SEC 1474
(9-02)

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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)	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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur 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
	Director 10% Owner Officer Other
EMPIRE CAPITAL PARTNERS LP C/O EMPIRE G P LLC 1 GORHAM ISLAND WESTPORT, CT 06880	X

Signatures

/s/ Scott A. Fine, Member of Empire GP, L.L.C., general partner of Empire Capital Partners, L.P.	03/02/2005
__Signature of Reporting Person	Date
/s/ Scott A. Fine, Member of Empire GP, L.L.C.	03/02/2005
__Signature of Reporting Person	Date
/s/ Scott A. Fine	03/02/2005
__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).
- The shares of Common Stock this note relates to are held directly by Empire Capital Partners, L.P. ("Empire Capital"), with respect to the 3,013,149 shares, Empire Capital Partners, Ltd. a Cayman Islands exempted company ("Offshore") as to 2,206,949 shares, Empire
- (1) Capital Partners II, Ltd., a Cayman Islands exempted company ("Offshore II") as to 330,698 shares, Charter Oak Partners, LP a Delaware Limited Partnership ("Charter Oak") as to 681,590 shares and Charter Oak Partners II ("Charter Oak II") as to 92,380 shares of Common Stock directly owned by it;
- (2) Empire Capital GP, L.L.C. ("Empire GP"), serves as general partner of Empire Capital. The Empire Capital Management L.L.C. (the "Investment Manager") serves as the Investment Manager and has investment discretion over the securities held by Offshore, Offshore I

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and certain accounts held by Charter Oak and Charter Oak II. Mr. Scott Fine and Peter Richards are managing members of Empire GP.

Empire Capital, Empire GP, the Investment Manager and Mr. Fine each disclaims any beneficial ownership of any of the Issuer's

- (3) securities to which this Form 4 relates for the purposes 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 an indirect 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.

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