LANTRONIX INC Form 4 February 12, 2003

5. If Amendment, Date of Original (Month/Day/Year)

		OMB APPROVAL			
		OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response0.5			
UNITED STA	ATES SECURITIES AND EXC Washington, DC 205				
	FORM 4				
STATEMEN	NT OF CHANGES IN BENEFI	CIAL OWNERSHIP			
Section 17(a) of the		rities Exchange Act of 1934, ng Company Act of 1935 or Company Act of 1940			
_ Check this box if no obligations may cont	longer subject to Sectinue. See Instruction 1				
(Print of Type Responses)					
1. Name and Address of I	Reporting Person*				
Nussbaum	Marc	Н			
(Last)	(First)	(Middle)			
15353 Barranca Parkway					
	(Street)				
Irvine	California	92618			
(City)	(State)	(Zip)			
2. Issuer Name and Ticke	er or Trading Symbol				
Lantronix, Inc., LTRX					
3. I.R.S. Identification	n Number of Reporting P	Person, if an entity (voluntary)			
4. Statement for Month/I	Day/Year				
02/12/03					

6.	Relationship of Report		s) to Issuer					
	_ Director X Officer (give tit	ele below)		10% Owne		fy below)		
	Interim Chief Executiv	e Officer					_	
7.	Individual or Joint/Gr	coup Filing	(Check Appli	cable line)		_	
X Form Filed by One Reporting Person _ Form Filed by More than One Reporting Person								
====	 Table I Non-D						=	
		or Benefi	cially Owned		_			
					====		=	
		2. Trans-	2A. Deemed Execution	3. Transact Code	ion	4. Securities Acq Disposed of (D (Instr. 3, 4 a) nd 5)	(A) or
1. Title of Security			Date, if any	Code (Instr. 8)			(A) or	
	tr. 3)					Amount	(D)	Price
	on Stock	02/10/03		P		60,200		
Comm		02/11/03		P		39,200	A	\$0.72

Table II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative	ative	3. Trans- action Date	ion Date if any	action Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) r. (Instr. 3, 4 and 5)		Expirati (Month/D Date	ay/Year) Expira-	7. Title and of Underl Securitie (Instr. 3	ying s and 4) Amount or Number
Security (Instr. 3)			(mm/dd/ yy)	Code V	(A)	(D)	Exer- cisable	tion Date	Title	of Shares
Employee Stock Option (Right to Buy)	\$0.50	11/15/02		A	300,0	000	(1)	11/15/12	Common Stock	300,000
				·						
========	:			:======						

Explanation of Responses:

(1) On November 15, 2002, the Board of Directors granted the Reporting Person an option to purchase 300,000 shares of Common Stock. The option shall vest as follows: 12.5% (37,500) of the option shall be vest on 12/1/02; 12.5% (37,500) shall vest on 6/1/03; the remaining options shall vest ratably over the next thirty-six (36) months (6250/month).

/s/ Marc Nussbaum	02/12/03		
**Signature of Reporting Person	Date		

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

- * 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).

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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