

Miller Daryl R  
Form 4  
May 09, 2018

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Miller Daryl R

2. Issuer Name and Ticker or Trading Symbol  
LANTRONIX INC [LTRX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O LANTRONIX, INC., 7535  
IRVINE CENTER DRIVE, SUITE  
100  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/07/2018

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Engineering

IRVINE, CA 92618

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

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Stock                    | 05/07/2018                           |  | M <sup>(1)</sup>               | 16,000  | A \$ 1.63   | 47,372   | D                                 |
| Common Stock                    | 05/07/2018                           |  | S <sup>(2)</sup>               | 16,000  | D \$ 2.3118   | 31,372   | D                                 |
| Common Stock                    | 05/08/2018                           |  | M <sup>(1)</sup>               | 5,320   | A \$ 1.63   | 36,692   | D                                 |
| Common Stock                    | 05/08/2018                           |  | S <sup>(2)</sup>               | 5,320   | D \$ 2.34   | 31,372   | D                                 |

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

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(9-02)

**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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to buy)                | \$ 1.63  | 05/07/2018                           |  | M                              | 16,000  | <sup>(3)</sup> 09/09/2018                                | Common Stock  | 16,000                        |
| Stock Option (Right to buy)                | \$ 1.63  | 05/08/2018                           |  | M                              | 5,320   | <sup>(3)</sup> 09/09/2018                                | Common Stock  | 5,320                         |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Miller Daryl R  
C/O LANTRONIX, INC.  
7535 IRVINE CENTER DRIVE, SUITE 100  
IRVINE, CA 92618

VP,  
Engineering

## Signatures

/s/ Jeremy Whitaker, Attorney-in-fact for Daryl Miller

05/09/2018

\*\*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) Represent shares of common stock acquired via exercise of Stock Options granted on September 9, 2011 (the "Grant Date") under the Lantronix, Inc. Amended and Restated 2010 Stock Incentive Plan (the "2010 SIP").

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- (2) Average price calculated from total sales over total number of shares sold. Sales price on May 7, 2018 ranged from \$2.31 to \$2.33; sales price on May 8, 2018 ranged from \$2.34 to \$2.3401.
- (3) The option vests according to the following schedule: 25% of the option (8,312 shares) vested on the first anniversary of the Grant Date and the remainder of the option (24,938 shares) vest ratably each month thereafter over a period of 36 months.

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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