

Miller Daryl R  
 Form 3  
 February 22, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                |  |
| Â Miller Daryl R                          |         | (Month/Day/Year)                     | LANTRONIX INC [LTRX]   |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 02/13/2013                           |  |  |
| 167 TECHNOLOGY DRIVE                      |         |                                      | (Check all applicable)   | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | (give title below) (specify below)   |  |
|   |         |                                      | VP, Engineering  |  |
| IRVINE,Â CAÂ 92618                        |         |                                      |  |  |
| (City)                                    | (State) | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 13,074  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of  |   |

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|                             |       |            |              | Shares |          | (I)<br>(Instr. 5) |   |
|-----------------------------|-------|------------|--------------|--------|----------|-------------------|---|
| Stock Option (Right to buy) | Â (1) | 07/28/2013 | Common Stock | 1,666  | \$ 4.86  | D                 | Â |
| Stock Option (Right to buy) | Â (1) | 12/16/2013 | Common Stock | 5,000  | \$ 7.56  | D                 | Â |
| Stock Option (Right to buy) | Â (1) | 01/04/2015 | Common Stock | 6,666  | \$ 6.84  | D                 | Â |
| Stock Option (Right to buy) | Â (1) | 02/14/2016 | Common Stock | 4,500  | \$ 13.02 | D                 | Â |
| Stock Option (Right to buy) | Â (1) | 02/22/2017 | Common Stock | 5,009  | \$ 10.14 | D                 | Â |
| Stock Option (Right to buy) | Â (1) | 11/19/2017 | Common Stock | 1,666  | \$ 5.88  | D                 | Â |
| Stock Option (Right to buy) | Â (1) | 02/28/2018 | Common Stock | 30,000 | \$ 4.32  | D                 | Â |
| Stock Option (Right to buy) | Â (2) | 09/01/2019 | Common Stock | 25,547 | \$ 2.34  | D                 | Â |
| Stock Option (Right to buy) | Â (3) | 12/15/2017 | Common Stock | 14,600 | \$ 3.45  | D                 | Â |
| Stock Option (Right to buy) | Â (4) | 09/09/2018 | Common Stock | 33,250 | \$ 1.63  | D                 | Â |
| Stock Option (Right to buy) | Â (5) | 08/23/2019 | Common Stock | 20,000 | \$ 2.03  | D                 | Â |

## Reporting Owners

| Reporting Owner Name / Address                             | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Miller Daryl R<br>167 TECHNOLOGY DRIVE<br>IRVINE, CA 92618 | Â             | Â         | Â VP, Engineering | Â     |

## Signatures

/s/ Jeremy Whitaker, Attorney-in fact for Daryl Miller 02/22/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) The options have been fully vested in accordance with the vesting schedule established on the grate date.

(2) 19,160 of these stock options are vested. The remaining 6,387 shares will vest on 9/1/2013.

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- (3) 7,604 of these stock options are vested. The remaining 6,996 shares will vest in 22 equal monthly installments thereafter from 3/15/2013 to 12/15/2014.
- (4) 11,776 of these stock options are vested. The remaining 21,474 shares will vest in 19 equal monthly installments thereafter from 3/9/2013 to 9/9/2015.
- (5) The option award vests as to 25% of the option on 8/23/2013, with the remainder vesting in 36 equal monthly installments thereafter from 9/23/2013 to 8/23/2016.

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.