Pickett William Clendenin III Form 4 December 14, 2010

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Lightwave Logic, Inc. [LWGL]

3. Date of Earliest Transaction

(Month/Day/Year)

12/13/2010

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * Pickett William Clendenin III

> (First) (Middle)

121 CONTINENTAL DRIVE, SUITE 110

NEWARK, DE 19713

(Street)

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

Symbol

(City) (State) (Zip)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(Month/Day/Year)

Execution Date, if

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

(Instr. 8)

3.

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5)

(A) or Code V Amount (D) Price

number.

4. Securities

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

Issuer

below)

X_ Director

Applicable Line)

Officer (give title

5. Amount of Securities Beneficially Owned Following

Reported Transaction(s)

(Instr. 3 and 4)

Persons who respond to the collection of

information contained in this form are not

required to respond unless the form displays a currently valid OMB control

(I) (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

10% Owner

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

6. Individual or Joint/Group Filing(Check

X Form filed by One Reporting Person Form filed by More than One Reporting

(Check all applicable)

Estimated average

burden hours per

SEC 1474 (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

Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 1	12/13/2010		A		100,000		<u>(1)</u>	12/12/2015	Common Stock	100,00

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Pickett William Clendenin III 121 CONTINENTAL DRIVE SUITE 110 NEWARK, DE 19713	X						

Signatures

/s/William C.
Pickett

**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) Employee Stock Option granted pursuant to the issuer's 2007 Employee Stock Plan. 25,000 shares vest immediately and 25,000 shares vest at the end of every 12 month period commencing November 4, 2010.

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.

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