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Goetz Freder	ick J Jr												
Form 4													
March 04, 20	011												
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION										OMB APPROVAL			
Washington, D.C. 20549								OMB Number:	3235-0287	,			
Check thi						Expires:	January 31, 2005						
subject to statement of changes in BENEFICIAL OWNERSHIP OF								NERSHIP OF	Estimated average				
Section 16. SECURITIES									burden hou	irs per			
Form 4 or Form 5	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,								response	0.5	\$		
obligation	· ·						-						
may conti	nue. Section 17(vestment	•	· ·		f 1935 or Sectio	n				
See Instru	ction	50(II)	of the m	vestment	Compan	y Aci	1 01 194	+0					
1(b).													
(Print or Type R	lesponses)												
1. Name and Address of Reporting Person _ 2. Issuer Name a					Ticker or	Tradin	NG	5. Relationship of	Reporting Per	Reporting Person(s) to			
Goetz Freder			Symbol	ivanic anu	TICKET OF	ITaum	ig	Issuer					
	Lightwave Logic, Inc. [LWLG]												
(Last)	(First) (I	Middle)	C					(Check all applicable)					
(Last)	(1113t) (1	vildule)		3. Date of Earliest Transaction (Month/Day/Year)				_X_ Director	10%	b Owner			
			02/28/2011					XOfficer (give titleOther (specify					
DRIVE, SU	02,20,2011					below) below) Chief Science Officer							
	(Street)		4 TE A	- day and Day									
	(Street)			ndment, Dat	-		6. Individual or Joint/Group Filing(Check Applicable Line)						
Filed(Month/Day/Year)					_X_ Form filed by One Reporting Person								
NEWARK, DE 19713								Form filed by More than One Reporting					
								Person					
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Securi	ities Aco	quired, Disposed of	f, or Beneficial	lly Owned			
1.Title of	2. Transaction Dat			3.				5. Amount of	6. Ownership				
Security	(Month/Day/Year)				on(A) or D	ispose	d of	Securities	Form: Direct	Indirect			
(Instr. 3) any (Month/I			Code (D) /Day/Year) (Instr. 8) (Instr. 3, 4 and 5)					Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership			
		(11101111)	2 aj, 1 cai)	(1115411-0)	(1115117-0)	. uno	2)	Following	(Instr. 4)	(Instr. 4)			
						(A)		Reported					
						or		Transaction(s) (Instr. 3 and 4)					
C				Code V	Amount	(D)	Price	(insu: 5 and +)					
Common	02/28/2011			S	625	D	\$	3,299,557	D				
Stock							1.39						
Common	02/28/2011			S	4,640	D	\$ 1.35	3,294,917	D				
Stock				~	.,	_	1.35	-,-,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,					

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

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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. Transact Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne 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				
Goetz Frederick J Jr 121 CONTINENTAL DRIVE SUITE 110 NEWARK, DE 19713	х		Chief Science Officer					
Signatures								
/s/Frederick J. Goetz, Jr.	03/04/201	1						

Person

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

Date

** 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. 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.

**Signature of Reporting