

Sabo Ernest
 Form 4
 November 30, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Sabo Ernest

(Last) (First) (Middle)
 9000 STATE ROAD
 (Street)

PHILADELPHIA, PA 19136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 LANNETT CO INC [LCI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Corporate Compliance

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

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)
			Code	V Amount (A) or (D) Price			
Common Stock	09/18/2007		A	6,000 (1) A \$ 0	6,000	D	
Common Stock	09/18/2007		A	3,748 (2) A \$ 0	9,748	D	
Common Stock	01/01/2008		F	1,481 (3) D \$ 0	8,267	D	
Common Stock	09/18/2008		F	663 (4) D \$ 0	7,604	D	

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

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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 (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
Option to Buy	\$ 7.48	03/01/2005		A	3,260	<u>(5)</u> 03/01/2015	Common Stock	3,260
Option to Buy	\$ 5.18	10/25/2005		A	4,000	<u>(6)</u> 10/25/2015	Common Stock	4,000
Option to Buy	\$ 6.89	11/28/2006		A	7,500	<u>(7)</u> 11/28/2016	Common Stock	7,500
Option to Buy	\$ 4.03	09/18/2007		A	15,000	<u>(8)</u> 09/18/2017	Common Stock	15,000
Option to Buy	\$ 2.8	09/18/2008		A	16,000	<u>(9)</u> 09/18/2018	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sabo Ernest 9000 STATE ROAD PHILADELPHIA, PA 19136			VP, Corporate Compliance	

Signatures

Keith R. Ruck 11/30/2009
 **Signature of Date
 Reporting Person

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).

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- (1) Represents restricted stock award vesting 1/3 each on 9/18/2008, 9/18/2009 and 9/18/2010.
- (2) Represents restricted stock award which fully vested on 1/1/2008.
- (3) Mr. Sabo elected to withhold 1,481 shares in satisfaction of income tax withholding requirements in connection with the vesting on such date of the restricted stock award described in footnote (2) above.
- (4) Mr. Sabo elected to withhold 663 shares in satisfaction of income tax withholding requirements in connection with the vesting on such date of the restricted stock award described in footnote (1) above.
- (5) Exercisable in 1/3 annual increments on 3/1/2006, 3/1/2007, and 3/1/2008.
- (6) Exercisable in 1/3 annual increments on 10/25/2006, 10/25/2007, and 10/25/2008.
- (7) Exercisable in 1/3 annual increments on 11/28/2007, 11/28/2008, and 11/28/2009.
- (8) Exercisable in 1/3 annual increments on 9/18/2008, 9/18/2009, and 9/18/2010.
- (9) Exercisable in 1/3 annual increments on 9/18/2009, 9/18/2010, and 9/18/2011.

Remarks:

Mr. Sabo was promoted to Vice President of Corporate Compliance on May 12, 2008.

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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