Goetz Frederick J Jr Form 4 April 15, 2011

FORM 4

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

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 * Goetz Frederick J Jr

> (First) (Middle)

121 CONTINENTAL DRIVE, SUITE 110

(Last)

(Street)

2. Issuer Name and Ticker or Trading Symbol

Lightwave Logic, Inc. [LWLG]

3. Date of Earliest Transaction (Month/Day/Year) 04/14/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

X Director 10% Owner _X__ Officer (give title _ Other (specify below) Senior V.P. & Co-Founder

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

NEWARK, DE 19713

| (City) | (State) (| Zip) Table | e I - Non-D | erivative S | Securit | ties Acq | uired, Disposed o | of, or Beneficial | ly Owned |
|--------------------------------------|---|---|--|---|------------------|--|--|---|----------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | 4. Securities Acquired tion(A) or Disposed of (D) (Instr. 3, 4 and 5) | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 04/14/2011 | | S | 10,000 | D | \$ 1.2 | 3,268,915 | D | |
| Common Stock | 04/14/2011 | | S | 5,100 | D | \$ 1.17 | 3,263,815 | D | |
| Common Stock | 04/14/2011 | | S | 1,000 | D | \$ 1.16 | 3,262,815 | D | |
| Common Stock | 04/14/2011 | | S | 2,500 | D | \$ 1.15 | 3,260,315 | D | |
| Common Stock | 04/14/2011 | | S | 2,400 | D | \$ 1.14 | 3,257,915 | D | |

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| Common Stock | 04/14/2011 | S | 2,500 | D | \$ 1.13 | 3,255,415 | D |
|-----------------|------------|---|--------|---|------------|-----------|---|
| Common Stock | 04/14/2011 | S | 8,700 | D | \$ 1.12 | 3,246,715 | D |
| Common Stock | 04/14/2011 | S | 5,600 | D | \$ 1.11 | 3,241,115 | D |
| Common Stock | 04/14/2011 | S | 19,448 | D | \$ 1.1 | 3,221,667 | D |

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

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 number.

SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transa Code (Instr. | 8) | 5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | ate | Amor Unde Secur | le and ant of rlying ities . 3 and 4) | 8. Price of Derivative Security (Instr. 5) |
|---|---|---|---|---------------------------------|----|---|---------------------|--------------------|-----------------------|---|---|
| | | | | Code | V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--------------------------------|---------------|-----------|---------------|-------|--|--|--|
| F- | Director | 10% Owner | Officer | Other | | | |
| Goetz Frederick J Jr | | | | | | | |
| 121 CONTINENTAL DRIVE | X | | Senior V.P. & | | | | |
| SUITE 110 | Λ | | Co-Founder | | | | |
| NEWARK, DE 19713 | | | | | | | |

Signatures

Person

| /s/Frederick J. | 04/15/2011 | | | |
|--------------------------|------------|--|--|--|
| Goetz, Jr. | | | | |
| **Signature of Reporting | Date | | | |

Reporting Owners 2

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).

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.