#### ADVANCED PHOTONIX INC

Form 4

February 29, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

**OMB APPROVAL** 

January 31, Expires: 2005

0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Common

Stock

02/28/2008

(Print or Type Responses)

1. Name and Address of Reporting Person * SOLTWEDEL STEPHEN P			2. Issuer Name <b>and</b> Ticker or Trading Symbol ADVANCED PHOTONIX INC				C	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
			[API]							•	
(Last)	(First)	(Middle)		Earliest Transaction				X Director Officer (given		6 Owner er (specify	
2925 BOARDWALK			`	(Month/Day/Year) 02/27/2008					below)		
(Street)			4. If Amer	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check		
			Filed(Mon	Filed(Month/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
ANN ARBC											
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)		2. Transaction Date 2A. Dee (Month/Day/Year) Execution any (Month/		Code (Instr. 8)	TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or			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 Indirect Beneficial Ownership (Instr. 4)	
API Class A Common Stock	02/27/2008			Code V	Amount 2,000	(D)	Price \$ 1.5	17,700	D		
API Class A							Ф				

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

P

2,000

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

19,700

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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 2. 3. Transaction Date 3A. Deemed 4. 5. 6. Date Exercisable and 7. Title and	8. Price of	9. Nu
Derivative Conversion (Month/Day/Year) Execution Date, if TransactionNumber Expiration Date Amount of	Derivative	Deriv
Security or Exercise any Code of (Month/Day/Year) Underlying	Security	Secui
(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Derivative Securities	(Instr. 5)	Bene
Derivative Securities (Instr. 3 and 4	)	Own
Security Acquired		Follo
(A) or		Repo
Disposed		Trans
of (D)		(Instr
(Instr. 3,		
4, and 5)		
Amour	nt .	
or		
Date Expiration Title Number	r	
Exercisable Date of	1	
Code V (A) (D) Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
r g	Director	10% Owner	Officer	Other		
SOLTWEDEL STEPHEN P						
2925 BOARDWALK	X					
ANN ARBOR, MI 48104						

## **Signatures**

Stephen P
Soltwedel

\*\*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).

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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