

ARCH HILL CAPITAL NV
Form 4
March 05, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
ARCH HILL CAPITAL NV

2. Issuer Name and Ticker or Trading Symbol
LITHIUM TECHNOLOGY CORP
[LTHU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PARKWEG 2, 2585
JJ'S-GRAVENHAGE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2008

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

P7

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 148,568,284 | I | Held by Stichting Gemeensch-appelij Bezit LTC ⁽¹⁾ |
| Common Stock | | | | | 40,718,526 | D | |
| Common Stock | 02/28/2008 | | P | V | 302,714,400 | A | \$ 0 ₍₂₎ |

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

SEC 1474 (9-02)

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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. 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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|--------------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Series C Preferred Stock | \$ 0.1 | 11/28/2007 | 11/28/2007 | P | | 11,280 | | 11/28/2007 | 11/28/2008 | Common Stock | 28,200 |
| Series B Preferred Stock | \$ 0 | | | | | | | 10/21/2005 | 10/21/2007 | Common Stock | 264,103 |
| Warrants | \$ 0.38 | | | | | | | 10/21/2005 | 10/21/2010 | Common Stock | 2,205, |
| Warrants | \$ 0.0625 | | | | | | | 08/30/2004 | 08/30/2008 | Common Stock | 17,050 |
| Warrants | \$ 0.075 | | | | | | | 08/30/2004 | 08/30/2008 | Common Stock | 17,050 |
| Warrants | \$ 0.0625 | | | | | | | 08/30/2004 | 08/30/2008 | Common Stock | 18,400 |
| Warrants | \$ 0.075 | | | | | | | 08/30/2004 | 08/30/2008 | Common Stock | 18,400 |
| Warrants | \$ 2 | | | | | | | 04/13/2004 | 04/13/2009 | Common Stock | 1,500, |
| Warrants | \$ 2.4 | | | | | | | 04/13/2004 | 04/13/2009 | Common Stock | 9,889, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARCH HILL CAPITAL NV PARKWEG 2 2585 JJ'S-GRAVENHAGE P7 | | X | | |
| Stichting Gemeenschappelijk Bezit LTC PARKWEG 2 2585 JJ'S-GRAVENHAGE P7 | | X | | |

Signatures

/s/ C. van den Berg 03/04/2008

__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) Held by Stichting Gemeenschappelijk Bezit LTC, an entity controlled by Arch Hill Capital, NV.
- (2) On February 28, 2008, the Issuer, GAIA Akkumulatorenwerke GmbH ("GAIA"), Arch Hill Ventures N.V., Arch Hill Real Estate N.V. and Arch Hill Capital N.V. (collectively, the "Debtholders") executed a Debt Settlement Agreement dated February 27, 2008. Pursuant to the Agreement \$5,773,707 of debt owed by LTC and GAIA to the Debtholders was settled. LTC agreed to issue to Arch Hill Capital N.V. 302,714,400 shares of LTC common stock in full and complete settlement of the Debt (the "Debt Settlement").

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.