

LITHIUM TECHNOLOGY CORP

Form 4

October 26, 2005

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

OMB APPROVAL

OMB
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(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)

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

10/24/2005

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

PARKWEG2, 2585
JJ'S-GRAVENHAGE

(Street)

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

THE NETHERLANDS, P7

(City) (State) (Zip)

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) |
|---------------------------------------|---|---|---|---|--|--|---|
| COMMON STOCK | 10/24/2005 | | C | 264,103,114 | A \$ 0 (3) | 148,568,284 I (1) | Held by Stichting Gemeenschappelijk Bezit LTC (1) |
| COMMON STOCK | | | | | 5,981,036 | I (2) | Held by Stichting Gemeenschappelijk Bezit GAIA (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
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SEC 1474
(9-02)

number.

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 a Underlyi (Instr. 3) |
|--|---|---|---|---|---|--|--------------------|--------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| 10% DEBENTURES | \$ 0.0167 | 10/24/2005 | | C | 264,103,114 | 10/21/2005 | 10/21/2007 | COMM STO |
| WARRANTS | \$ 0.38 | | | | | 10/21/2005 | 10/21/2010 | COMM STO |
| WARRANTS | \$ 0.0625 | | | | | 08/30/2004 | 08/30/2008 | COMM STO |
| WARRANTS | \$ 0.075 | | | | | 08/30/2004 | 08/30/2008 | COMM STO |
| WARRANTS | \$ 0.0625 | | | | | 08/30/2004 | 08/30/2008 | COMM STO |
| WARRANTS | \$ 0.075 | | | | | 08/30/2004 | 08/30/2008 | COMM STO |
| WARRANTS | \$ 2 | | | | | 04/13/2004 | 04/13/2009 | COMM STO |
| WARRANTS | \$ 2.4 | | | | | 04/13/2004 | 04/13/2009 | COMM STO |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ARCH HILL CAPITAL NV PARKWEG2 2585 JJ'S-GRAVENHAGE THE NETHERLANDS, P7 | | X | | |

Stichting Gemeenschappelijk Bezit LTC
PARKWEG2
2585 JJ'S-GRAVENHAGE
THE NETHERLANDS, P7

X

Signatures

/s/ Harry H. van
Andel

10/24/2005

__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, N.V.

(2) Held by Stichting Gemeenschappelijk Bezit GAIA, an entity controlled by Arch Hill Capital, N.V.

On October 24, 2005 a conversion notice for \$4,410,522 of convertible debentures into 264,103,144 shares of Issuer Common Stock (the
(3) "Conversion Shares") was delivered by Stichting Gemeenschappelijk Bezit LTC to Issuer. Certificates for the Conversion Shares have not yet been delivered by Issuer. The convertible debentures were issued in a debt exchange on October 21, 2005.

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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