

Scibetta James S
Form 4
January 26, 2010

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Scibetta James S

(Last) (First) (Middle)

C/O NEPHROS, INC., 41 GRAND
AVENUE

(Street)

RIVER EDGE, NJ US 07661

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NEPHROS INC [NEPH.OB]

3. Date of Earliest Transaction
(Month/Day/Year)
01/08/2010

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)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified stock option (right to buy)	\$ 0.95	01/08/2010			A		22,500		(1)	01/08/2020	Common Stock	22,500
Non-qualified stock option (right to buy)	\$ 1.71								(2)	08/17/2019	Common Stock	20,000
Non-qualified stock option (right to buy)	\$ 0.8								(3)	11/30/2017	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scibetta James S C/O NEPHROS, INC. 41 GRAND AVENUE RIVER EDGE, NJ US 07661	X			

Signatures

/s/ James S.
Scibetta

01/25/2010

__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).

On January 8, 2010, the Company granted Mr. Scibetta an option to purchase 22,5000 shares of common stock of the Company under the Company's 2004 Stock Incentive Plan. The option has vested with respect to 7,500 shares. The remainder of the option will vest in annual installments of 7,500 shares on the first anniversary of the grant date, and 7,500 shares on the second anniversary of the grant date.

On August 17, 2009, the Company granted Mr. Scibetta an option to purchase 20,000 shares of common stock of the Company under the Company's 2004 Stock Incentive Plan. The option has vested with respect to 6,667 shares. The remainder of the option will vest in annual installments of 6,667 shares on the first anniversary of the grant date, and 6,666 shares on the second anniversary of the grant date.

On November 30, 2007, the Company granted Mr. Scibetta an option to purchase 20,000 shares of common stock of the Company under the Company's 2004 Stock Incentive Plan. The option has vested with respect to all of the shares.

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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