Omert Laurel Form 4 January 06, 2009

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 *

Omert Laurel

(Last)

(City)

(Middle)

(Zip)

NORTHFIELD LABORATORIES INC /DE/ [NFLD]

1560 SHERMAN AVENUE, SUITE

1000

(First)

(Street)

(State)

EVANSTON, IL 60201

2. Issuer Name and Ticker or Trading

Symbol

3. Date of Earliest Transaction

(Month/Day/Year)

01/02/2009

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 6. Ownership

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Owned Reported (A) Transaction(s)

or 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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(Instr. 3 and 4)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of Underlying Securities

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chief Medical Officer

Form: Direct

6. Individual or Joint/Group Filing(Check

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

(I)

(Instr. 4)

10% Owner

Other (specify

7. Nature of

Ownership (Instr. 4)

(9-02)

Indirect

(D) or Indirect Beneficial

Issuer

below)

Securities

Following

Beneficially

Director

Applicable Line)

X_ Officer (give title

Estimated average

burden hours per

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Code

Securities

(Month/Day/Year)

(Instr. 3 and 4)

Becarity	of Exercise	uiij	Couc	becarries	(Intollian Day) I can	,	(IIIbur. 5 una	')
(Instr. 3)	Price of	(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative			or Disposed of	Disposed of			
	Security			(D)				
	ž			(Instr. 3, 4,				
				and 5)				
				Í				
			Code V	(A) (D)	Date Exercisable	Expiration	Title	Amour
						Date		or
								Numbe
								of Shar
a 1								
Stock								

Security

Option Common 01/02/2010(1) 01/02/2019 \$ 1.15 01/02/2009 A 50,000 50,000 (Right to Stock Buy)

Reporting Owners

or Exercise

Relationships Reporting Owner Name / Address

anv

Director 10% Owner Officer Other

Omert Laurel

1560 SHERMAN AVENUE Chief Medical Officer **SUITE 1000**

EVANSTON, IL 60201

Signatures

/s/ Laurel A. 01/06/2009 Omert, M.D.

**Signature of Reporting Date 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).
- (1) The option vests 50% on each of January 2, 2010 and January 2, 2011

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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