

Rydin Jeffrey P
Form 4
May 27, 2010

FORM 4

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

OMB APPROVAL

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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 *
Rydin Jeffrey P

(Last) (First) (Middle)
7475 LUSK BLVD.

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NUVASIVE INC [NUVA]

3. Date of Earliest Transaction (Month/Day/Year)
05/26/2010

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)
EVP, Sales, Americas

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 05/26/2010 | | M | | 2,995 A \$ 17.91 | 5,622 | D |
| Common Stock ⁽¹⁾ | 05/26/2010 | | S ⁽²⁾ | | 2,995 D \$ 40.4692 | 2,627 ⁽⁴⁾ | D |
| Common Stock | 05/26/2010 | | M | | 5 A \$ 23.24 | 2,632 | D |
| Common Stock ⁽³⁾ | 05/26/2010 | | S ⁽²⁾ | | 5 D \$ 40.4692 | 2,627 ⁽⁴⁾ | D |
| Common Stock | 05/26/2010 | | M | | 1,000 A \$ 23.24 | 3,627 | D |

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Common Stock ⁽³⁾ 05/26/2010 S⁽²⁾ 1,000 D \$ 40 2,627 ⁽⁴⁾ D

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

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(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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 17.91 | 05/26/2010 | | M | 2,995 | 12/05/2009 12/05/2015 | Common Stock | 2,995 |
| Stock Option (Right to Buy) | \$ 23.24 | 05/26/2010 | | M | 1,005 | ⁽⁵⁾ 01/16/2017 | Common Stock | 1,005 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rydin Jeffrey P 7475 LUSK BLVD. SAN DIEGO, CA 92121 | | | EVP, Sales, Americas | |

Signatures

/s/ Jason Hannon, 05/27/2010
Attorney-in-fact

 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) The shares sold were acquired contemporaneously upon the cashless exercise of a stock option at an exercise price of \$17.91 per share.
- (2) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 13, 2009.
- (3) The shares sold were acquired contemporaneously upon the cashless exercise of a stock option at an exercise price of \$23.24 per share.
- (4) Includes 713 shares acquired by the Reporting Person under the Issuer's Employee Stock Purchase Plan on April 30, 2010 in a transaction exempt from reporting under Rule 16b-3.
- (5) 25% of the total shares subject to the option vested on January 16, 2008 which was the first anniversary of the date of the grant; the remaining shares vest in 36 equal monthly installments thereafter.

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.