NEPHROS INC Form 4 June 11, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

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**OMB APPROVAL** 

response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Houghton John C.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(City)

(Middle)

(Zip)

NEPHROS INC [NEPH] 3. Date of Earliest Transaction

(Check all applicable)

C/O NEPHROS INC., 41 GRAND

(Street)

(State)

(First)

(Month/Day/Year)

\_X\_\_ Director X\_ Officer (give title below)

10% Owner Other (specify

05/23/2013

President and CEO

**AVE** 

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

6. Individual or Joint/Group Filing(Check

Applicable Line) \_X\_ Form filed by One Reporting Person

Form filed by More than One Reporting Person

RIVER EDGE, NJ 07661

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

(A) (D)

Transaction(s)

Code V Amount

(Instr. 3 and 4) Price

Common Stock (1)

05/23/2013

A 66,254 Α \$0 66,254 D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

(9-02)

#### Edgar Filing: NEPHROS INC - Form 4

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	Pate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 0.71	05/23/2013		A	37,500	(2)	05/23/2023	Common Stock	37,500

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
Houghton John C.							
C/O NEPHROS INC.	X		President and CEO				
41 GRAND AVE	Λ		Trestuent and CEO				
RIVER EDGE, NJ 07661							

# **Signatures**

/s/ John C.
Houghton

\*\*Signature of Reporting Person

O6/11/2013

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 May 23, 2013, the Company granted Mr. Houghton 66,254 shares of restricted stock of the Company (the "Restricted Stock") under the Company's 2004 Stock Incentive Plan. The Restricted Stock vests 6 months following the grant date.
- On May 23, 2013, the Company granted Mr. Houghton an option to purchase 37,500 shares of common stock of the Company (the "Option") under the Company's 2004 Stock Incentive Plan. The Option vests in annual 25% installments on each of the first, second, third and fourth anniversaries of the grant date.

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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