

NEPHROS INC
Form 4
November 10, 2008

FORM 4

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

OMB APPROVAL

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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 *
Enso Capital Management LLC

2. Issuer Name and Ticker or Trading Symbol
NEPHROS INC [NEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Last) (First) (Middle)
540 MADISON AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2008

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------------|
| | | | Code | V | Amount | Price | | |
| Common Stock | 11/05/2008 | | S | | 275,000 | D \$ 0.1737 | 3,171,001 I ⁽¹⁾ | See footnote ⁽²⁾ |
| Common Stock | 11/06/2008 | | S | | 500,000 | D \$ 0.0994 | 2,671,001 I ⁽¹⁾ | See footnote ⁽²⁾ |
| Common Stock | 11/06/2008 | | S | | 89,355 | D \$ 0.1685 | 1,109,365 I ⁽¹⁾ | See footnote ⁽³⁾ |
| Common Stock | 11/07/2008 | | S | | 242,600 | D \$ 0.1227 | 2,428,401 I ⁽¹⁾ | See footnote ⁽²⁾ |

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | Director | 10% Owner | Officer | Other |
|---|----------|-----------|---------|-------|
| Enso Capital Management LLC 540 MADISON AVENUE NEW YORK, NY 10022 | | X | | |
| Enso Capital Management Ltd 540 MADISON AVENUE NEW YORK, NY 10022 | | X | | |
| ENSO GLOBAL EQUITIES LEVERED MASTER PARTNERSHIP, LP 540 MADISON AVENUE NEW YORK, NY 10022 | X | | | |
| Enso Global Equities Master Partnership LP 540 MADISON AVENUE NEW YORK, NY 10022 | | X | | |
| Fink Joshua A 540 MADISON AVENUE NEW YORK, NY 10022 | | X | | |

Signatures

/s/ Kristen D. Renfro as
Attorney-in-Fact

11/10/2008

__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).

- Enso Capital Management, Ltd., as general partner of Enso Global Equities Master Partnership, LP ("Enso") and Enso Global Equities Levered Master Partnership, LP ("Levered"), may be deemed to beneficially own the securities reported herein. Enso Capital Management LLC, as investment manager of Enso and Levered, may also be deemed to beneficially own the securities reported herein.
- (1) Joshua A. Fink is a Director of Enso Capital Management, Ltd. and Chief Executive Officer and Chief Investment Officer of Enso Capital Management LLC. Mr. Fink may also be deemed to beneficially own the securities reported herein. Enso Capital Management, Ltd., Enso Capital Management LLC and Mr. Fink each disclaim beneficial ownership of the securities reported herein and this report shall not be deemed an admission that they are the beneficial owners of such securities except in the case of Mr. Fink to the extent of his interest in each partner of Enso and Levered.
 - (2) These securities are owned directly by Enso.
 - (3) These securities are owned directly by Levered.

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.