XTENT INC Form 4 February 07, 2007

FORM 4

Check this box

if no longer

subject to

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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

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

1(b).

(City)

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * LATTERELL VENTURE PARTNERS LP

> (First) (Last)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

XTENT INC [XTNT]

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

02/06/2007

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

10% Owner Other (specify

ONE EMBARCADERO CENTER **SUITE 4050**

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Officer (give title

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN FRANCISCO, CA 94111

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

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

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Code V

Transaction(s) (Instr. 3 and 4)

Amount (D) Price

(A)

or

Common 02/06/2007 Stock

 \mathbf{C} 586,574 (1) 586,574

 $D^{(2)}$

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

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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)

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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 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	(3)	02/06/2007		С	225,000	(3)	<u>(1)</u>	Common Stock	225,000
Series B Convertible Preferred Stock	(3)	02/06/2007		С	119,681	(3)	<u>(1)</u>	Common Stock	119,681
Series C Convertible Preferred Stock	(3)	02/06/2007		С	166,051	(3)	<u>(1)</u>	Common Stock	166,051
Series D Convertible Preferred Stock	(3)	02/06/2007		С	75,842	(3)	<u>(1)</u>	Common Stock	75,842

Reporting Owners

	Relationships				
Reporting Owner Name / Address	Director	10% Owner	Officer	Other	
LATTERELL VENTURE PARTNERS LP ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111		X			
Latterell Capital Management LLC ONE EMBARCADERO CENTER SUITE 4050 SAN FRANCISCO, CA 94111		X			
Signatures					

Signatures

/s/ Patrick F. Latterell, Managing Member	02/06/2007
**Signature of Reporting Person	Date

Reporting Owners 2

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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) Not applicable.
- The reported securities are owned directly by Latterell Venture Partners, L.P. and indirectly by Latterell Capital Management, L.L.C., as general partner of Latterell Venture Partners, L.P. Latterell Capital Management, L.L.C. disclaims beneficial ownership of these securities except to the extent of its pecuniary interest therein.
- (3) The reported securities automatically converted into shares of Common Stock on a 1-for-1 basis immediately prior to the closing of the Issuer's initial public offering on February 6, 2007.

Remarks:

See Exhibit 99 - Joint Filer Information.

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.