

Fink Joshua A
 Form 4
 October 21, 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)

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

3. Date of Earliest Transaction (Month/Day/Year)
 10/17/2008

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

NEW YORK, NY 10022

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

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 10/17/2008 | | S | 58,772 D | \$ 0.1522 3,387,229 | I ⁽¹⁾ | See footnote <u>(2)</u> |
| Common Stock | 10/17/2008 | | S | 21,317 D | \$ 0.1522 1,228,587 | I ⁽¹⁾ | See footnote <u>(3)</u> |

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

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SEC 1474 (9-02)

Kristen D. Renfroe as
Attorney-in-Fact

__Signature of Reporting Person

Date

Kristen D. Renfroe as
Attorney-in-Fact

10/21/2008

__Signature of Reporting Person

Date

Kristen D. Renfroe as
Attorney-in-Fact

10/21/2008

__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.

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