

NEPHROS INC  
Form 4  
December 11, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Southpaw Asset Management LP

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)

3. Date of Earliest Transaction (Month/Day/Year)  
11/14/2007

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

FOUR GREENWICH OFFICE  
PARK

(Street)

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

GREENWICH,, CT 06831

(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	(A) or (D)	Price
Common Stock <sup>(1)</sup>	11/14/2007		C <sup>(2)</sup>		253,767	A	\$ 0.706
					253,767 <sup>(3)</sup>	I	
Common Stock <sup>(1)</sup>	11/14/2007		C <sup>(2)</sup>		2,931,638	A	\$ 0.706
					3,185,405 <sup>(3)</sup>	I	

See footnote <sup>(4)</sup>  
See footnote <sup>(4)</sup>

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

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SEC 1474 (9-02)

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**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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title Underlying Instrument (Instr. 7)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Series A 10% Secured Convertible Note due 2008 <sup>(1)</sup>	\$ 0.706 <sup>(5)</sup>	11/14/2007		C <sup>(2)</sup>			\$ 176,500	<sup>(6)</sup>	<sup>(7)</sup>	Common Stock Warrant to Purchase Common Stock
Series B 10% Secured Convertible Note due 2008 <sup>(1)</sup>	\$ 0.706 <sup>(5)</sup>	11/14/2007		C <sup>(2)</sup>			\$ 2,038,461.54	<sup>(6)</sup>	<sup>(7)</sup>	Common Stock Warrant to Purchase Common Stock
Class D Warrant for the Purchase of Shares of Common Stock <sup>(1)</sup>	\$ 0.9	11/14/2007		C <sup>(2)</sup>	125,000			11/14/2007	11/14/2012	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Southpaw Asset Management LP FOUR GREENWICH OFFICE PARK GREENWICH,, CT 06831		X		
Southpaw Credit Opportunity Master Fund, L.P. FOUR GREENWICH OFFICE PARK GREENWICH, CT 06831		X		
Southpaw Holdings LLC FOUR GREENWICH OFFICE PARK GREENWICH, CT 06831		X		
		X		

Wyman Kevin  
FOUR GREENWICH OFFICE PARK  
GREENWICH, CT 06831

Golden Howard  
FOUR GREENWICH OFFICE PARK  
GREENWICH, CT 06831

X

## Signatures

/s/ Kevin  
Wyman

12/11/2007

\_\_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) See Exhibit 99.
- (2) See Exhibit 99.
- (3) See Exhibit 99.
- (4) See Exhibit 99.
- (5) See Exhibit 99.
- (6) See Exhibit 99.
- (7) See Exhibit 99.

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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