

Balyasny Dmitry
Form 3
January 11, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BALYASNY ASSET MANAGEMENT LLC | | | (Month/Day/Year) | NORTHFIELD LABORATORIES INC /DE/ [NFLD] | |
| (Last) | (First) | (Middle) | 12/27/2006 | | |
| 135 E. 57TH STREET,Â 27TH FL | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| NEW YORK,Â NYÂ 10022 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 338,400 | I | See Footnotes <u>(1)</u> <u>(2)</u> |

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

SEC 1473 (7-02)

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

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

Edgar Filing: Balyasny Dmitry - Form 3

| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|-----------------------|------------------|-----------------|-------------------|----------------------------|----------|---------------------------------------|--|
| Option (right to buy) | 01/04/2007 | 01/20/2007 | NFLD Common Stock | 481,400 | \$ 25 | I | See Footnotes <u>(1)</u> <u>(2)</u> |
| Option (right to buy) | 01/04/2007 | 01/20/2007 | NFLD Common Stock | 418,000 | \$ 7.5 | I | See Footnotes <u>(1)</u> <u>(2)</u> |
| Option (right to buy) | 01/04/2007 | 01/20/2007 | NFLD Common Stock | 1,526,500 | \$ 22.5 | I | See Footnotes <u>(1)</u> <u>(2)</u> |
| Option (right to buy) | 01/04/2007 | 05/19/2007 | NFLD Common Stock | 500 | \$ 17.5 | I | See Footnotes <u>(1)</u> <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|--------------|
| | Director | 10% Owner | Officer | Other |
| BALYASNY ASSET MANAGEMENT LLC 135 E. 57TH STREET 27TH FL NEW YORK, NY 10022 | Â | Â X | Â | Â |
| Atlas Master Fund, Ltd. C/O BALYASNY ASSET MANAGEMENT LP 135 E. 57TH STREET, 27TH FL NEW YORK, NY 10022 | Â | Â | Â | Group Member |
| Atlas Global, LLC C/O BALYASNY ASSET MANAGEMENT LP 135 E. 57TH STREET, 27TH FL NEW YORK, NY 10022 | Â | Â | Â | Group Member |
| ATLAS GLOBAL INVESTMENTS LTD C/O BALYASNY ASSET MANAGEMENT LP 135 E. 57TH STREET, 27TH FL NEW YORK, NY 10022 | Â | Â | Â | Group Member |
| Atlas Global Investments II, Ltd. C/O BALYASNY ASSET MANAGEMENT LP 135 E. 57TH STREET, 27TH FL NEW YORK, NY 10022 | Â | Â | Â | Group Member |
| Visium Balanced Fund LP C/O BALYASNY ASSET MANAGEMENT LP 135 E. 57TH STREET, 27TH FL NEW YORK, NY 10022 | Â | Â | Â | Group Member |

Edgar Filing: Balyasny Dmitry - Form 3

VISIUM LONG BIAS FUND L P
 C/O BALYASNY ASSET MANAGEMENT L.P. ^ ^ ^ Group Member
 135 E. 57TH STREET, 27TH FLOOR
 NEW YORK, NY 10022

VISIUM BALANCED OFFSHORE FUND LTD
 C/O BALYASNY ASSET MANAGEMENT LP ^ ^ ^ Group Member
 135 E. 57TH STREET, 27TH FL
 NEW YORK, NY 10022

Balyasny Dmitry
 181 W. MADISON STREET; SUITE 3600 ^ ^ X ^ ^
 CHICAGO, IL 60602

Visium Capital Management, LLC
 C/O BALYASNY ASSET MANAGEMENT LP ^ ^ ^ Group Member
 135 E. 57TH STREET, 27TH FL
 NEW YORK, NY 10022

Signatures

/s/ SCOTT SCHROEDER, AUTHORIZED SIGNATORY FOR BALYASNY ASSET MANAGEMENT LP 01/08/2006

__Signature of Reporting Person Date

/s/ SCOTT SCHROEDER, AUTHORIZED SIGNATORY FOR ATLAS MASTER FUND, LTD. 01/08/2006

__Signature of Reporting Person Date

/s/ SCOTT SCHROEDER, AUTHORIZED SIGNATORY FOR ATLAS GLOBAL, LLC 01/08/2006

__Signature of Reporting Person Date

/s/ SCOTT SCHROEDER, AUTHORIZED SIGNATORY FOR ATLAS GLOBAL INVESTMENTS, LTD. 01/08/2006

__Signature of Reporting Person Date

/s/ SCOTT SCHROEDER, AUTHORIZED SIGNATORY FOR ATLAS GLOBAL INVESTMENTS II, LTD. 01/08/2006

__Signature of Reporting Person Date

/s/ SCOTT SCHROEDER, AUTHORIZED SIGNATORY FOR VISIUM BALANCED FUND LP 01/08/2006

__Signature of Reporting Person Date

/s/ SCOTT SCHROEDER, AUTHORIZED SIGNATORY FOR VISIUM LONG BIAS FUND LP 01/08/2006

__Signature of Reporting Person Date

/s/ SCOTT SCHROEDER, AUTHORIZED SIGNATORY FOR VISIUM BALANCED OFFSHORE FUND, LTD. 01/08/2006

__Signature of Reporting Person Date

/s/ SCOTT SCHROEDER, AUTHORIZED SIGNATORY FOR DMITRY BALYASNY 01/08/2006

__Signature of Reporting Person Date

01/08/2006

/s/ SCOTT SCHROEDER, AUTHORIZED SIGNATORY FOR VISIUM CAPITAL
MANAGEMENT, LLC

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are held as follows: Atlas Master Fund, Ltd. ("AMF") owns 5.86% or 162,017 shares; Visium Balanced Fund LP ("VBF") owns 21.92% or 606,044 shares; Visium Long Bias Fund LP ("VLB") owns 9.41% or 260,168 shares; Visium Balanced Offshore Fund, Ltd. ("VBOF") owns 36.34% or 1,004,728 shares; and Visium Long Bias Offshore Fund Ltd. ("VLBOF") owns 25.85% or 714,701 shares. Additionally, Dmitry Balyasny owns 0.63% or 17,418 shares. By virtue of its position as investment advisor and/or sub-advisor to each of Atlas Master Fund, Ltd. ("AMF"), Atlas Global, LLC ("AG"), Atlas Global Investments, Ltd. ("AGI"), Atlas Global Investments II, Ltd. ("AGII"), Visium Balanced Fund LP ("VBF"), Visium Long Bias Fund LP ("VLB"), Visium Balanced Offshore Fund, Ltd. ("VBOF") and Visium Long Bias Offshore Fund Ltd. ("VLBOF"), Balyasny Asset Management LP may be deemed to beneficially own all 2,764,800 shares of Common Stock.

(2) By virtue of Atlas Global, LLC's ("AG") ownership of 10.79% of the equity interest in AMF, AG may be deemed to beneficially own the 162,017 shares of Northfield Laboratories, Inc.'s ("NFLD") stock that is beneficially owned by AMF. By virtue of Atlas Global Investments, Ltd. ("AGI") ownership of 83.72% of the equity interest in AMF, AGI may be deemed to beneficially own the 162,017 shares of NFLD stock that is beneficially owned by AMF. By virtue of Atlas Global Investments II, Ltd. ("AGII") ownership of 5.48% of the equity interest in AMF, AGII may be deemed to beneficially own the 162,017 shares of NFLD stock that is beneficially owned by AMF.

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.