#### Edgar Filing: NORTHFIELD LABORATORIES INC /DE/ - Form 4

| NORTHFIE<br>Form 4<br>July 16, 200                                | ELD LABORATC   | ORIES IN        | C /DE/                              |  |   |  |  |  |   |  |
|---|--|-----------------|-------------------------------------|--|---|--|--|--|---|--|
| FORM  | ЛЛ   |                 | CECU                                |  |   |  |  |  | PPROVAL   |  |
|   | UNITED   | STATES          |                                     | CURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549              |   |  |  |  | 3235-0287   |  |
| Check tl<br>if no lon<br>subject t<br>Section<br>Form 4<br>Form 5 | so <b>STATEN</b><br>16.<br>or  |                 | Estimated<br>burden hoi<br>response | urs per  |   |  |  |  |   |  |
| obligatio<br>may con<br><i>See</i> Instr<br>1(b).                 | ons Section 17(  | a) of the l     | Public U                            | Itility Hol  | ding Cor  |  | nge Act of 1934,<br>of 1935 or Secti<br>940  |  |   |  |
| (Print or Type  | Responses)   |                 |                                     |  |   |  |  |  |   |  |
| 1. Name and A   | 2. Issuer Name <b>and</b> Ticker or Trading<br>Symbol<br>NORTHFIELD LABORATORIES |                 |                                     |  | 5. Relationship of Reporting Person(s) to<br>Issuer |  |  |  |   |  |
|   |  | INC /DE/ [NFLD] |                                     |  |   | (Check all applicable)                                 |  |  |   |  |
|   |  |                 |                                     | <ol> <li>Date of Earliest Transaction<br/>Month/Day/Year)</li> </ol> |   |  | Director<br>X Officer (gi  | ve title Oth   | % Owner<br>ner (specify   |  |
| 1560 SHERMAN AVENUE, SUITE 07/12/200<br>1000                      |  |                 |                                     |  | below) below)                                       |  |  |  | nt  |  |
|   |  |                 |                                     | 4. If Amendment, Date Original                                       |   |  | 6. Individual or Joint/Group Filing(Check<br>Applicable Line)  |  |   |  |
| Filed(Month/Day/Year) EVANSTON, IL 60201                          |  |                 |                                     |  | ()  |  | _X_ Form filed by  | One Reporting P<br>More than One R                                   |   |  |
| (City)  | (State)  | (Zip)           | Tab                                 | ole I - Non-I  | Derivative  | Securities A   | cquired, Disposed  | of, or Beneficia   | ally Owned  |  |
| 1.Title of<br>Security<br>(Instr. 3)                              | 2. Transaction Date<br>(Month/Day/Year)  |                 | Date, if                            | 3.<br>Transactio<br>Code<br>(Instr. 8)                               | Disposed<br>(Instr. 3, 4                            | (A) or<br>of (D)<br>4 and 5)<br>(A)<br>or              | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|   |  |                 |                                     | Code V   |   | (D) Price  |  |  |   |  |
| Reminder: Re  | port on a separate line  | e for each cl   | ass of sec                          | urities bene   | Perso<br>inforn<br>requir                           | ns who res<br>nation cont<br>ed to resp<br>lys a curre | or indirectly.<br>spond to the colle<br>ained in this forn<br>ond unless the fo<br>ntly valid OMB co               | n are not<br>rm  | SEC 1474<br>(9-02)  |  |
|   | Tab  |                 |                                     |  |   | posed of, or<br>convertible :                          | Beneficially Owner<br>securities)  | d  |   |  |
| 1 Title of  | ) 2 Trans  | nation Data     | 24 Day                              | mad  | 4   | 5 Number   | of 6 Data Evarai   | ashla and  | 7 Title and   |  |

| 1. Title of | 2.         | 3. Transaction Date | 3A. Deemed         | 4.        | 5. Number of | 6. Date Exercisable and | <br>7. Title and Amount o |
|-------------|------------|---------------------|--------------------|-----------|--------------|-------------------------|---------------------------|
| Derivative  | Conversion | (Month/Day/Year)    | Execution Date, if | Transacti | orDerivative | Expiration Date         | Underlying Securities     |

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| Security<br>(Instr. 3) | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Yea     | r)                 | (Instr. 3 and 4 | 4)                                 |
|------------------------|---|------------|-------------------------|--------------------|--|--------------------|--------------------|-----------------|------------------------------------|
|                        |   |            |                         | Code V             | (A) (D)  | ) Date Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Share |
| Stock<br>Option        | \$ 1.36   | 07/12/2007 |                         | А                  | 75,000   | 07/12/2008(1)      | 07/12/2017         | Common<br>Stock | 75,000                             |

# **Reporting Owners**

| Reporting Owner Name / Address   | Relationships |           |                       |       |  |  |  |  |
|--|---------------|-----------|-----------------------|-------|--|--|--|--|
| Treporting of their trainer trainers                                       | Director      | 10% Owner | Officer               | Other |  |  |  |  |
| MCGINNIS ROBERT<br>1560 SHERMAN AVENUE<br>SUITE 1000<br>EVANSTON, IL 60201 |               |           | Senior Vice President |       |  |  |  |  |
| Signatures   |               |           |                       |       |  |  |  |  |

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/s/ Robert L. 07/16/2007 **McGinnis** 

\*\*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) The option vests 50% on each of July 12, 2008 and July 12, 2009

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.