

OBOYLE KEVIN C
 Form 4
 January 19, 2005

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 *
OBOYLE KEVIN C

(Last) (First) (Middle)

10065 OLD GROVE ROAD

(Street)

SAN DIEGO, CA 92131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NUVASIVE INC [NUVA]

3. Date of Earliest Transaction (Month/Day/Year)
 01/14/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

CFO and Executive VP

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock ⁽¹⁾ | 01/14/2005 | | M | 4,222 A \$ 3.75 | 47,555 | D | |
| Common Stock ⁽¹⁾ | 01/14/2005 | | S ⁽²⁾ | 4,222 D \$ 11 | 43,333 | D | |
| Common Stock ⁽¹⁾ | 01/14/2005 | | M | 778 A \$ 3.75 | 44,111 | D | |
| Common Stock ⁽¹⁾ | 01/14/2005 | | S ⁽²⁾ | 778 D \$ 11 | 43,333 | D | |

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

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(9-02)

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 (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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|----------------------------|
| Stock Option (Right to Buy) | \$ 3.75 | 01/14/2005 | | M | 4,222 | 01/02/2004 ⁽³⁾ 01/02/2014 | Common Stock | 4,222 |
| Stock Option (Right to Buy) | \$ 3.75 | 01/14/2005 | | M | 778 | 01/02/2004 ⁽³⁾ 01/02/2014 | Common Stock | 778 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OBOYLE KEVIN C 10065 OLD GROVE ROAD SAN DIEGO, CA 92131 | | | CFO and Executive VP | |

Signatures

/s/ Kevin C. O'Boyle 01/19/2005

**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 shares sold were acquired contemporaneously upon the cashless exercise of stock options with an exercise price of \$3.75 per share.

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- (2) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 14, 2004.

- The option is immediately exercisable, but shares purchased under such option are subject to repurchase by the Issuer at the option exercise price, upon the Reporting Person's termination of service to the Issuer prior to vesting in these shares. 25% of the option shares vest on such date with the remaining option shares vesting in 36 equal monthly installments thereafter.
- (3)

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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