

NETLIST INC
Form 4
April 25, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Lopes Christopher

(Last) (First) (Middle)

C/O NETLIST, INC., 51
DISCOVERY

(Street)

IRVINE, CA 92618

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NETLIST INC [NLST]

3. Date of Earliest Transaction
(Month/Day/Year)
04/23/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Vice President of Sales

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	04/23/2008		S ⁽¹⁾	179	D	\$ 1.31	896,321	I	by 2006 Lopes Family Trust
Common Stock	04/23/2008		S ⁽¹⁾	300	D	\$ 1.36	896,021	I	by 2006 Lopes Family Trust
Common Stock	04/23/2008		S ⁽¹⁾	21	D	\$ 1.38	896,000	I	by 2006 Lopes Family Trust

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Common Stock	04/23/2008	<u>S(1)</u>	50	D	\$ 1.25	895,950	I	by 2006 Lopes Family Trust
Common Stock	04/23/2008	<u>S(1)</u>	350	D	\$ 1.26	895,600	I	by 2006 Lopes Family Trust
Common Stock	04/23/2008	<u>S(1)</u>	100	D	\$ 1.21	895,500	I	by 2006 Lopes Family Trust
Common Stock	04/24/2008	<u>S(1)</u>	150	D	\$ 1.41	895,350	I	by 2006 Lopes Family Trust
Common Stock	04/24/2008	<u>S(1)</u>	700	D	\$ 1.33	894,650	I	by 2006 Lopes Family Trust
Common Stock	04/24/2008	<u>S(1)</u>	400	D	\$ 1.4	894,250	I	by 2006 Lopes Family Trust
Common Stock	04/24/2008	<u>S(1)</u>	100	D	\$ 1.32	894,150	I	by 2006 Lopes Family Trust
Common Stock	04/24/2008	<u>S(1)</u>	50	D	\$ 1.38	894,100	I	by 2006 Lopes Family Trust
Common Stock	04/24/2008	<u>S(1)</u>	50	D	\$ 1.35	894,050	I	by 2006 Lopes Family Trust
Common Stock	04/24/2008	<u>S(1)</u>	50	D	\$ 1.34	894,000	I	by 2006 Lopes Family Trust

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

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SEC 1474
(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 Acquired (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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Benef Own Follo Repo Trans (Instr
					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
					Code V (A) (D)				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lopes Christopher C/O NETLIST, INC. 51 DISCOVERY IRVINE, CA 92618			Vice President of Sales	

Signatures

/s/ Todd A. Hentges, by Power of Attorney 04/25/2008

__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).
- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 14, 2008.

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