

NEPHROS INC
Form 4
December 11, 2007

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
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 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
 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)
Common Stock ⁽¹⁾	11/14/2007		C ⁽²⁾	V Amount \$ 0.706	253,767 ⁽³⁾	I	See footnote ⁽⁴⁾
Common Stock ⁽¹⁾	11/14/2007		C ⁽²⁾	V Amount \$ 0.706	3,185,405 ⁽³⁾	I	See footnote ⁽⁴⁾

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. 10)
					V	(A)	(D)	Date Exercisable	Expiration Date	
Series A 10% Secured Convertible Note due 2008 ⁽¹⁾	\$ 0.706 ⁽⁵⁾	11/14/2007		C ⁽²⁾			\$ 176,500	⁽⁶⁾	⁽⁷⁾	Common Stock Warrant to Purchase Common Stock
Series B 10% Secured Convertible Note due 2008 ⁽¹⁾	\$ 0.706 ⁽⁵⁾	11/14/2007		C ⁽²⁾			\$ 2,038,461.54	⁽⁶⁾	⁽⁷⁾	Common Stock Warrant to Purchase Common Stock
Class D Warrant for the Purchase of Shares of Common Stock ⁽¹⁾	\$ 0.9	11/14/2007		C ⁽²⁾	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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