

NUVASIVE INC
Form 4
December 29, 2014

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Miles Patrick

(Last) (First) (Middle)

7475 LUSK BLVD.

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/23/2014

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)

President, Global Prod & Svcs

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/23/2014		M		48,545 A	\$ 23.24	96,046 ⁽¹⁾ D
Common Stock	12/23/2014		F		36,910 ⁽²⁾ D	\$ 46.59	59,136 ⁽¹⁾ D
Common Stock	12/23/2014		M		16,414 A	\$ 26.62	75,550 ⁽¹⁾ D
Common Stock	12/23/2014		F		13,049 ⁽²⁾ D	\$ 46.59	62,501 ⁽¹⁾ D
Common Stock	12/24/2014		S		15,000 ⁽³⁾ D	\$ 47.5228	47,501 ⁽¹⁾ D

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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 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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.24	12/23/2014		M	48,545	<u>(4)</u> 01/16/2017	Common Stock	48,545
Employee Stock Option (Right to Buy)	\$ 26.62	12/23/2014		M	16,414	<u>(5)</u> 01/03/2021	Common Stock	16,414

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Miles Patrick 7475 LUSK BLVD. SAN DIEGO, CA 92121	President, Global Prod & Svcs

Signatures

/s/ Jason M. Hannon, Attorney-in-Fact for Patrick S.
Miles

12/26/2014

 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).

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- (1) Shares directly held by the Reporting Person. The Reporting Person also holds conditional rights to receive or purchase (as appropriate) shares pursuant to previously disclosed Company equity awards.
- (2) Payment of exercise price and tax liability by Issuer's withholding of shares incident to the respective option exercise.
- (3) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 Trading Plan adopted by the Reporting Person on November 7, 2014, which is intended to comply with Rule 10b5-1.

- The option, representing a right to purchase a total of 94,436 shares, became exercisable as follows: 25% of the shares vested on January 16, 2008; 1/48th of the remaining shares vested monthly thereafter so that all shares were fully vested as of January 16, 2011, subject to continued employment through each vesting period.
- (4)

- The option, representing a right to purchase a total of 91,248 shares, became exercisable as follows: 25% of the shares vested on January 3, 2012; 1/48th of the remaining shares vested monthly thereafter so that all shares will be fully vested as of January 3, 2015, subject to continued employment through each vesting period.
- (5)

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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