

NOVADEL PHARMA INC
Form 4
February 26, 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 *
ZODDA DENI M PHD

2. Issuer Name and Ticker or Trading Symbol
NOVADEL PHARMA INC [NVD]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
25 MINNEAKONING ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Chief Business Officer

FLEMINGTON, NJ 08822
(City) (State) (Zip)

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Incentive Stock Option (Right to Buy)	\$ 1.47	02/22/2007	A	68,027					(1)	02/21/2017	Common Stock	68
Non-qualified Stock Option (Right to Buy)	\$ 1.47	02/22/2007	A	598,973					(1)	02/21/2007	Common Stock	598

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ZODDA DENI M PHD 25 MINNEAKONING ROAD FLEMINGTON, NJ 08822			SVP, Chief Business Officer	

Signatures

Deni M. Zodda 02/26/2007
 __Signature of Date
 Reporting Person

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 options reported on this Form 4 shall vest in the following manner: (1) 22,676 incentive stock options and 200,324 non-qualified stock options will vest on the signing of a Board of Director approved third party agreement for U.S. or world wide rights of sumatriptan; (2) 22,676 incentive stock options and 199,324 non-qualified stock options will vest on the signing of a Board of Director approved third party agreement for U.S. or world wide rights of zolpidem; and (3) 22,675 incentive stock options and 199,325 non-qualified stock options will vest upon approval by the Board of Directors of any third party agreement whereby the Company obtains the right to develop a product incorporating an active pharmaceutical ingredient (API) that is the subject of a then valid United States Patent (or in-process United States Patent Application) and already approved for sale by the United States Food and Drug Administration with sales in the United States of at least \$100 million.

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.