

GOULD STEVEN A MD
Form 4
June 05, 2009

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 *
GOULD STEVEN A MD

2. Issuer Name and Ticker or Trading Symbol
NORTHFIELD LABORATORIES INC /DE/ [NFLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
629 CHEROKEE RD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/03/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman/CEO

HIGHLAND PARK, IL 60035

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

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	06/03/2009		S		399,630	D	\$ 0.1144 (1)	146,278	I	By Steven A Gould Revocable Trust
Common Stock	06/04/2009		S		100,000	D	\$ 0.1125 (2)	46,278	I	By Steven A Gould Revocable Trust
Common Stock	06/04/2009		S		43,820	D	\$ 0.1037 (3)	2,458	I	By Carol S. Gould Family Trust

Common Stock	06/05/2009	S	2,458	D	\$ 0.1501 <u>(4)</u>	0	I	By Steven A Gould Revocable Trust
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 Bene 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
GOULD STEVEN A MD 629 CHEROKEE RD HIGHLAND PARK, IL 60035	X		Chairman/CEO	

Signatures

Steven A.
Gould, M.D. 06/05/2009

**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) (1) Individual share sale transactions occurred at prices between \$0.1104 and \$0.1252.
- (2) (2) Individual share sale transactions occurred at prices between \$0.1110 and \$0.1180.

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(3) (3) Individual share sale transactions occurred at prices between \$0.1060 and \$0.1070.

(4) (4) Individual share sale transactions occurred at prices between \$0.1501 and \$0.1502.

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.