

Singhvi Rahul
Form 4
July 06, 2009

FORM 4

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

OMB APPROVAL

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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 *
Singhvi Rahul

2. Issuer Name and Ticker or Trading Symbol
NOVAVAX INC [NVAX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
9920 BELWARD CAMPUS DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/01/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
President, CEO

ROCKVILLE, MD 20850

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 | 07/01/2009 | | M | | 150,000 | A | \$ 0.74 |
| Common Stock | 07/01/2009 | | S | | 35,300 | D | \$ 3.03 |
| Common Stock | 07/01/2009 | | S | | 90,900 | D | \$ 3.02 |
| Common Stock | 07/01/2009 | | S | | 20,200 | D | \$ 3.01 |
| Common Stock | 07/01/2009 | | S | | 900 | D | \$ 3 |

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| | | | | | | | |
|--------------|------------|---|--------|---|---------|---------|---|
| Common Stock | 07/01/2009 | S | 3,900 | D | \$ 2.95 | 220,238 | D |
| Common Stock | 07/01/2009 | S | 4,800 | D | \$ 2.94 | 215,438 | D |
| Common Stock | 07/01/2009 | S | 5,100 | D | \$ 2.93 | 210,338 | D |
| Common Stock | 07/01/2009 | S | 15,500 | D | \$ 2.92 | 194,838 | D |
| Common Stock | 07/01/2009 | S | 7,300 | D | \$ 2.91 | 187,538 | D |
| Common Stock | 07/01/2009 | S | 22,200 | D | \$ 2.9 | 165,338 | D |
| Common Stock | 07/01/2009 | S | 2,234 | D | \$ 2.88 | 163,104 | D |
| Common Stock | 07/02/2009 | S | 50,000 | D | \$ 3 | 113,104 | D |

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

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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) (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option Right to Buy | \$ 0.74 | 07/01/2009 | | M | 150,000 | 08/10/2008 08/10/2015 | Common Stock 150,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
X President, CEO

Singhvi Rahul
9920 BELWARD CAMPUS DRIVE
ROCKVILLE, MD 20850

Signatures

/s/Rahul Singhvi 07/01/2009

**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).

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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