

Rydin Jeffrey P
Form 4
August 27, 2009

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 *
Rydin Jeffrey P

(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)
08/25/2009

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)

Senior V.P., U.S. Sales

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	08/25/2009		M		11,540	A	\$ 17.91	13,454	D
Common Stock	08/25/2009		F ⁽¹⁾		5,041	D	\$ 41.01	8,413	D
Common Stock	08/26/2009		S ⁽²⁾		6,499	D	\$ 40.1322	1,914	D
Common Stock	08/25/2009		M		2,460	A	\$ 23.24	4,374	D
Common Stock	08/25/2009		F ⁽⁴⁾		1,394	D	\$ 41.01	2,980	D

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Common Stock 08/26/2009 S⁽²⁾ 1,066 D \$ 40.1322 1,914 D

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 17.91	08/25/2009		M	11,540	⁽³⁾ 12/05/2015	Common Stock	11,540
Stock Option (Right to Buy)	\$ 23.24	08/25/2009		M	2,460	⁽⁵⁾ 01/16/2017	Common Stock	2,460

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rydin Jeffrey P 7475 LUSK BLVD. SAN DIEGO, CA 92121	Senior V.P., U.S. Sales

Signatures

/s/ Jason Hannon,
Attorney-in-fact 08/27/2009

 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) Shares withheld at the election of the Reporting Person to satisfy payment of the option exercise price in connection with an exercise of a stock option granted in December 2005.
- (2) The sales reported on this Form 4 were effected pursuant to Rule 10b5-1 trading plans adopted by the Reporting Person on September 11, 2008 and March 12, 2009.
- (3) 25% of the total shares subject to the option vested on December 5, 2006, which was the first anniversary of the date of grant; the remaining shares vest in 36 equal monthly installments thereafter.
- (4) Shares withheld at the election of the Reporting Person to satisfy payment of the option exercise price in connection with an exercise of a stock option granted in January 2007.
- (5) 25% of the total shares subject to the option vested on January 16, 2008, which was the first anniversary of the date of grant; the remaining shares vest in 36 equal monthly installments thereafter.

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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