SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* HALVORSON DAN L (Last) (First) (Middle) 9255 TOWNE CENTRE DRIVE SUITE 225 (Street) SAN DIEGO CA 92121-3030 | | | 2. Date of Event Requiring Statement (Month/Day/Year) 01/30/2004 | | 3. Issuer Name and Ticker or Trac <u>NOVATEL WIRELESS</u> 4. Relationship of Reporting Perso (Check all applicable) Director X Officer (give title below) VP Fin., Treasurer, A | Don(s) to Issue 10% Owne Other (spe below) | r 5. If (Moi cify 6. In App | 5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | |
|---|---------|------------|---|--------------------|--|---|--------------------------------------|--|---|
| (City) | (State) | (Zip) | | | | | | | |
| Table I - Non-Derivative Securities Beneficially Owned | | | | | | | | | |
| 1. Title of Security (Instr. 4) | | | | | . Amount of Securities Beneficially Owned (Instr. 4) | | | Nature of Indirect Beneficial Ownership nstr. 5) | |
| Common Stock, \$0.001 par value | | | | | 66 | D | | | |
| Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 4) | | | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | | 4. Conversion or Exercise | 5. Ownership Form: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | | | Date Exercisable | Expiratior Date | Title | Amount or Number of Shares | Price of Derivative Security | Direct (D) or Indirect (I) (Instr. 5) | |
| Incentive Stock Option (Right to Buy) | | (1) | 04/04/2010 | Common Stock | 4,000 | 40 | D | | |
| Incentive Stock Option (Right to Buy) | | (2) | 07/17/2011 | Common Stock | 1,000 | 17.85 | D | | |
| Incentive Stock Option (Right to Buy) | | (2) | 10/23/2011 | Common Stock | 1,333 | 15.3 | D | | |
| Incentive Stock Option (Right to Buy) | | 04/30/2003 | 10/31/2012 | Common Stock | 2,723 | 2.23 | D | | |
| Incentive Stock Option (Right to Buy) | | (3) | 06/26/2013 | Common Stock | 79,539 | 2.65 | D | | |
| Non-Qualified Stock Option (Right to Buy) | | (3) | 06/26/2013 | Common Stock | 17,738 | 2.65 | D | | |

Explanation of Responses:

1. 25% of the shares subject to the option vests and becomes exercisable on the first anniversary of grant and 1/3 of the remaining balance vests and becomes exercisable on each anniversary thereafter. 2. 25% of the shares subject to the option vests and becomes exercisable on the first anniversary of grant and 1/36th of the remaining balance vests and becomes exercisable each month thereafter.

3. 20% of the shares subject to the option vests and becomes exercisable 6 months following grant and 1/30th of the remaining balance vests and becomes exercisable each month thereafter.

/s/ Patrick T. Waters, Attorney-02/06/2004

<u>in-Fact</u>

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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.

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 Number.