
 OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden
 hours per response.....0.5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Check this box if no longer subject to Section 16. Form 4 or Form 5
 obligations may continue. See Instruction 1(b).

(Print of Type Responses)

1. Name and Address of Reporting Person*

| | | |
|------------------------------------|---------|----------|
| Major | John | |
| (Last) | (First) | (Middle) |
| ----- | | |
| 9360 Towne Centre Drive, Suite 110 | | |
| ----- | | |
| (Street) | | |
| San Diego | CA | 92121 |
| (City) | (State) | (Zip) |

2. Issuer Name and Ticker or Trading Symbol

Novatel Wireless, Inc. (NVTLD)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

5. If Amendment, Date of Original (Month/Day/Year)

March 2002

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

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

Chairman and Chief Executive Officer

7. Individual or Joint/Group Filing (Check Applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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 Table I -- Non-Derivative Securities Acquired, Disposed of,
 or Beneficially Owned
 =====

| 1. Title of Security (Instr. 3) | 2. Trans- action Date (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. Transaction Code (Instr. 8) ----- Code V | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Transaction(s) (Instr. 3 & Instr.4) | 6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4) | 7. Nature of Indirect Ownership (Instr.4) |
|--|--|---|--|--|-------|--------|--|---|---|
| | | | | (A) or (D) | Price | Amount | | | |
| Series A Convertible Preferred Stock | 3/25/02 | 3/25/02 | J | 250 | D | (1) | 0 | | |
| Common Stock, par value \$0.001 per share | 3/25/02 | 3/25/02 | J | 330,755 | A | (1) | 357,621 | D | |

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (mm/dd/ yy) | 3A. Deemed Execut- ion Date if any (mm/dd/ yy) | 4. Trans- action Code (Instr. 8) Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of(D) (Instr. 3, 4 and 5) ----- (A) (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) ----- Date Expira- tion | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) ----- Amount or Number of Shares | 8. Price of Deriv- ative Secur- ity (Instr. 5) | 9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow- ing Reported Trans- action(s) (Instr. 4) | 10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4) | 11. Nature of In- direct Owner- ship (Instr. 4) |
|--|---|--|---|--|---|---|--|---|---|--|--|
|--|---|--|---|--|---|---|--|---|---|--|--|

Explanation of Responses:

(1) Includes conversion of 250 shares of Series A Convertible Preferred Stock to Common Stock on March 25, 2002, par value \$0.001 per share. The rights, preferences and privileges of these securities, including certain limitations on conversion and exercise, are set forth more fully in the Company's Definitive Proxy Statement filed on Form 14A on January 20, 2002 with the Securities and Exchange Commission. April 10, 2002 submission filed as 357,871 shares should have been 357,621.

/s/ Patrick T. Waters, Attorney-in-Fact

November 4, 2002

**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 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.