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 Add		•	2. Date of Event Requiring Statement (Month/Day/Year) 01/30/2004		3. Issuer Name and Ticker or Trading Symbol <u>NOVATEL WIRELESS INC</u> [NVTL]					
(Last) (First) (Middle) 9255 TOWNE CENTRE DRIVE SUITE 225					4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title Other (specify below) VP Operations & General Mgr.		cify 6. In App	Applicable Line)		
(Street) SAN DIEGO CA 92121-3030					VP Operations & Ge	eneral wigr.	X	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 Securi				2. Amount of Securities Beneficially Owned (Instr. 4)	Form: Direc	Form: Direct (D) (Instr or Indirect (I)		ture of Indirect Beneficial Ownership r. 5)		
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	n Title	Amount or Number of Shares	Price of Derivative Security	Direct (D) or Indirect (I) (Instr. 5)		
Incentive Stock Option (Right to Buy)			(1)	09/09/2010	Common Stock	400	165	D		
Incentive Stock Option (Right to Buy)			(2)	07/17/2011	Common Stock	1,933	17.85	D		
Incentive Stock Option (Right to Buy)			(2)	07/17/2011	Common Stock	1,000	17.85	D		
Incentive Stock Option (Right to Buy)			04/30/2003	10/31/2012	2 Common Stock	1,433	2.23	D		
Non-Qualified Stock Option (Right to Buy)			(3)	06/26/2013	3 Common Stock	130,006	2.65	D		
Incentive Stock Option (Right to Buy)			(3)	06/26/2013	3 Common Stock	118,561	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.

<u>/s/ Patrick T. Waters, Attorney-</u> in-Fact

** Signature of Reporting Person Date

02/06/2004

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.