

| OMB APPROVAL                                 |           |
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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*<br><u>ROSSI MARK</u><br><br>(Last) (First) (Middle)<br><u>C/O CORNERSTONE EQUITY INVESTORS</u><br><u>717 FIFTH AVENUE, SUITE 1100</u><br><br>(Street)<br><u>NEW YORK NY 10022</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>NOVATEL WIRELESS INC [ NVTL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>11/21/2005</u>               |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |   |

**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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |  |
| Common Stock                    | 11/21/2005                           |  | s                              |   | 34,100  | D          | \$14.1  | 305,488   | I  | Partnership <sup>(1)</sup>                   |
| Common Stock                    | 11/23/2005                           |  | s                              |   | 165,900   | D          | \$14.32 | 139,588   | I  | Partnership <sup>(1)</sup>                   |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|--|--|-----------------|---|--|--|---|--|
|  |  |                                      |  |                                |  | Date Exercisable   | Expiration Date |   |  |  |   |  |

1. Name and Address of Reporting Person\*  
ROSSI MARK  
 (Last) (First) (Middle)  
C/O CORNERSTONE EQUITY INVESTORS  
717 FIFTH AVENUE, SUITE 1100  
 (Street)  
NEW YORK NY 10022  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
GETZ ROBERT  
 (Last) (First) (Middle)  
C/O CORNERSTONE EQUITY INVESTORS  
717 FIFTH AVENUE, SUITE 1100  
 (Street)  
NEW YORK NY 10022  
 (City) (State) (Zip)

**Explanation of Responses:**

1. The holder of record of these securities is Cornerstone Equity Investors IV, L.P., the managing general partner of which is Cornerstone Equity Investors, LLC ("CEI"). Two of the issuer's directors, Mark Rossi and Robert Getz, are managing directors of CEI and may be deemed to beneficially own these securities. Each disclaims beneficial ownership except to the extent of his respective pecuniary interest therein. This Form 4 is being jointly filed by both Mr. Robert Getz and Mr. Mark Rossi.

/s/ Patrick T. Waters, Attorney- 11/23/2005

[in-Fact for Mark Rossi](#)

[/s/ Patrick T. Waters, Attorney-](#) [11/23/2005](#)  
[in-Fact for Robert Getz](#)

\*\* 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.

**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.**