

NUVASIVE INC
Form 4
April 28, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Powers Russell

(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)
04/24/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

EVP, International

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/24/2015		M		6,250 A \$ 26.62	86,328 ⁽¹⁾	D
Common Stock	04/24/2015		S		3,888 ₍₂₎ D \$ 44.07 ₍₃₎	82,440 ⁽¹⁾	D
Common Stock	04/24/2015		M		2,234 A \$ 26.62	84,674 ⁽¹⁾	D
Common Stock	04/24/2015		F		1,721 ₍₄₎ D \$ 43.99	82,953 ⁽¹⁾	D

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

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SEC 1474
(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
Employee Stock Option (Right to Buy)	\$ 26.62	04/24/2015		M	6,250	<u>(5)</u> 01/03/2021	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 26.62	04/24/2015		M	2,234	<u>(6)</u> 01/03/2012	Common Stock	2,234

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Powers Russell 7475 LUSK BLVD. SAN DIEGO, CA 92121			EVP, International	

Signatures

/s/ Jason M. Hannon, Attorney-in-Fact for Russell A. Powers 04/28/2015

__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 directly held by the Reporting Person. The Reporting Person also holds conditional rights to receive or purchase (as appropriate) shares pursuant to previously disclosed Company equity awards.

(2) Sale of shares for payment of the exercise price of the underlying stock options. Sale effected pursuant to a 10b5-1 Trading Plan adopted by the Reporting Person on March 10, 2015, which is intended to comply with Rule 10b5-1.

(3) Weighted average from 4 transactions with prices ranging from \$44.0600 to \$44.080. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will undertake to provide full information regarding the number of shares sold at each separate price.

(4) Payment of exercise price and tax liability by Issuer's withholding of shares incident to the respective option exercise.

(5) The option, representing a right to purchase a total of 10,266 shares, became exercisable as follows: 25% of the shares vested on January 3, 2012; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 3, 2015, subject to continued employment through each vesting period.

(6) The option, representing a right to purchase a total of 2,234 shares, became exercisable as follows: 25% of the shares vested on January 3, 2012; the remaining shares vested monthly thereafter so that all shares were fully vested as of January 3, 2015, subject to continued employment through each vesting period.

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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