

NEPHROS INC  
Form 4  
September 11, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
CENTELLA LAWRENCE J

(Last) (First) (Middle)

C/O NEPHROS, INC., 41 GRAND AVENUE

(Street)

RIVER EDGE, NJ 07661

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
NEPHROS INC [NEPH]

3. Date of Earliest Transaction (Month/Day/Year)  
09/09/2015

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)

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 (D) Price                                                                              |                                                          |                                   |
| Common Stock                    | 09/09/2015                           |                                                    | A                              |                                                                   | 97,135 (1)<br>A \$ 0 218,467                                                                  | 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)**

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| 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. Price of Derivative Security (Instr. 3) |                            |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 51.4                                                |                                      |                                                    |                                |                                                                                         | <u>(2)</u>                                               | 02/02/2016                                                    | Common Stock                               | 500                        |
| Stock Option (Right to Buy)                | \$ 26.8                                                |                                      |                                                    |                                |                                                                                         | <u>(2)</u>                                               | 05/02/2017                                                    | Common Stock                               | 500                        |
| Stock Option (Right to Buy)                | \$ 19                                                  |                                      |                                                    |                                |                                                                                         | <u>(2)</u>                                               | 01/08/2020                                                    | Common Stock                               | 1,000                      |
| Stock Option (Right to Buy)                | \$ 0.51                                                |                                      |                                                    |                                |                                                                                         | <u>(2)</u>                                               | 03/24/2021                                                    | Common Stock                               | 60,000                     |
| Stock Option (Right to Buy)                | \$ 0.83                                                |                                      |                                                    |                                |                                                                                         | <u>(2)</u>                                               | 02/16/2022                                                    | Common Stock                               | 10,000                     |
| Stock Option (Right to Buy)                | \$ 0.71                                                |                                      |                                                    |                                |                                                                                         | <u>(2)</u>                                               | 05/23/2023                                                    | Common Stock                               | 10,000                     |
| Stock Option (Right to Buy)                | \$ 0.46                                                |                                      |                                                    |                                |                                                                                         | <u>(3)</u>                                               | 03/26/2024                                                    | Common Stock                               | 26,598                     |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
| Reporting Owners               |               |           |         |       |

CENTEELLA LAWRENCE J  
C/O NEPHROS, INC.  
41 GRAND AVENUE  
RIVER EDGE, NJ 07661

X

## Signatures

/s/ Lawrence J.  
Centella

09/11/2015

\_\_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).

On September 9, 2015, the Company granted 97,135 shares of restricted stock of the Company (the "Restricted Stock") in respect of the

(1) service by Mr. Centella as a member of the Board of Directors of the Company. The Restricted Stock was granted under the Company's 2015 Equity Incentive Plan. The Restricted Stock vests 6 months following the grant date.

(2) 100% vested.

(3) Vests as to 8,866 shares on each of 3/26/14, 3/26/15 and 3/26/16.

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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