

NORTHFIELD LABORATORIES INC /DE/  
Form 8-K  
June 03, 2009

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): June 2, 2009**

**NORTHFIELD LABORATORIES INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**000-24050**  
(Commission File Number)

**36-3378733**  
(IRS Employer  
Identification No.)

**1560 Sherman Avenue  
Suite 1000  
Evanston, Illinois 60201-4800**  
(Address of Principal Executive Offices and Zip Code)

**(847) 864-3500**  
(Registrant's Telephone Number, Including Area Code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01. Notice of Delisting or Failure to Satisfy Continued Listing Rule or Standard; Transfer of Listing.**

On June 2, 2009, Northfield Laboratories Inc. (the Company ) issued a press release stating that it had received a letter from the staff of the Nasdaq Stock Market indicating that the Company s common stock will be delisted from the Nasdaq Global Market as of the opening of trading on June 11, 2009. The Company does not intend to appeal the determination of the Nasdaq staff with respect to the delisting of its common stock.

A copy of the Company s press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No.	Description
99.1	Press Release dated June 2, 2009.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 2, 2009

**NORTHFIELD LABORATORIES INC.**

By: /s/ Robert L McGinnis  
Robert L. McGinnis  
*Senior Vice President - Operations*

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Exhibit Index

Exhibit No.	Description
99.1	Press Release dated June 2, 2009.