

NUVASIVE INC  
Form 4/A  
February 04, 2011

**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 \*  
**LAMBERT MICHAEL**

(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)  
**01/01/2011**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**01/05/2011**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CFO and Executive VP**

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |
| Common Stock                    | 01/04/2011                           |  | F                              |   | 4,779<br><u>(1) (2)</u>   | D  |  |
|                                 |                                      |  |                                |   | \$ 26.57  |  |  |
| Common Stock                    | 01/03/2011                           |  | A                              |   | 50,000<br><u>(3)</u>  | D  |  |
|                                 |                                      |  |                                |   | \$ 0  |  |  |
|                                 |                                      |  |                                |   | 50,000  |  |  |

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

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| LAMBERT MICHAEL<br>7475 LUSK BLVD<br>SAN DIEGO, CA 92121 |               |           | CFO and Executive VP |       |

## Signatures

/s/ Jason Hannon,  
Attorney-In-Fact  
Date: 02/04/2011

\_\_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) Represents shares sold in a non-discretionary sale by the Reporting Person to satisfy tax withholding obligations in connection with the partial vesting of a Restricted Stock Unit award granted January 4, 2010.
- (2) The previously filed Form 4 incorrectly reflected the number of shares sold to satisfy the tax withholding obligations and the net shares issued to the Reporting Person in connection with the partial vesting of the Restricted Stock Unit award.
- (3) Represents an award of Restricted Stock Units that vest in 4 equal annual installments beginning on January 1, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.