Edgar Filing: SIMS NELSON M - Form 4

SIMS NELSON M Form 4 August 16, 2005 OMB >>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>>									
(Print or Type F 1. Name and A SIMS NELS (Last) 508 LAPP F	ddress of Reporting F SON M (First) (M	Symbol NOVA fiddle) 3. Date o (Month/I	 Issuer Name and Ticker or Trading Symbol NOVAVAX INC [NVAX] Date of Earliest Transaction (Month/Day/Year) 08/15/2005 			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give titleX Other (specify			
MALVERN	(Street) 7, PA 19355	4. If Ame	endment, Date Origina nth/Day/Year)	below) below) Former President & CEO 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City) (State) (Zip) 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	3. 4. Secur Transactior(A) or I Code (Instr. 3 (Instr. 8)	ities Acquired bisposed of (D) , 4 and 5) (A) or	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		
Common Stock (\$.01 par value) / Restricted Stock	08/15/2005	08/15/2005	Code V Amou A $\frac{250,00}{(1)}$		25 000	D			

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

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 control number.

Edgar Filing: SIMS NELSON M - Form 4

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Right to Buy	\$ 2.21	08/15/2005	08/15/2005	D		142,000 (2)	02/24/2006	02/24/2015	Common	142,00 (2)
Right to Buy	\$ 5.95	08/15/2005	08/15/2005	D		135,000 (2)	03/09/2005	03/09/2014	Common	135,00 (2)
Right to Buy	\$ 5.63	08/15/2005	08/15/2005	D		900,000 (2)	08/11/2004	08/11/2014	Common	900,00 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
SIMS NELSON M 508 LAPP RD MALVERN, PA 19355				Former President & CEO			
Signatures							
Dennis W. Genge Attorney-in-Fact		08/16/2005					

**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) Granted pursuant to reporting person's agreement with issuer related to reporting person's separation from employment. Shares granted on August 8, 2005, and grant became irrevocable on August 15, 2005.
- (2) Option cancelled pursuant to separation agreement with issuer on August 8, 2005, becoming irrevocable on August 15,2005.

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.