### Edgar Filing: NETLIST INC - Form 4

Form 4										
November 24, 200	)8									
FORM 4			~~~~	~ ~		~~~			PPROVAL	
Washington, D.C. 20549								N OMB Number:	3235-028	
Check this box if no longer				Expires:	January 3 200					
subject to Section 16. Form 4 or		MENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							average urs per	0.5
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	·	a) of the l	Public U	tility Ho	lding Coi		nge Act of 1934, of 1935 or Secti 940			
(Print or Type Respon	ises)									
1. Name and Address of Reporting Person <u>*</u> Hong Nam Ki			Symbol	er Name <b>an</b> ST INC [		Trading	5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Date of Earliest Transact			ransaction		(Ch	eck all applicabl	e)			
C/O NETLIST, INC., 51 DISCOVERY			(Month/Day/Year) 08/01/2008				X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
IRVINE, CA 926	518						Person	More than One R	eporting	
(City) (S	State)	(Zip)	Tab	le I - Non-	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	nsaction Date h/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	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 Beneficial Ownership (Instr. 4)	
	6 T	C 1 1	C				· · · · · · · · · · · · · · · · · · ·			
Reminder: Report on	a separate line	e for each cl	ass of sec	urities bene	-	-	or indirectly.	ection of	SEC 1474	
					inforr requi	nation cont red to resp ays a curre	tained in this form ond unless the fo ntly valid OMB co	n are not orm	(9-02)	

# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	Year) (Instr. 8) Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)		ed of				(	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.93	08/01/2008	A		10,000		<u>(1)</u>	08/01/2012	Common Stock	10,000

## **Reporting Owners**

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
Hong Nam Ki C/O NETLIST, INC. 51 DISCOVERY IRVINE, CA 92618	Х								
Signatures									
/s/ Chun K Hong, by Power of Attorney		11/24/2	2008						
****									

#### \*\*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) The option vests in forty-eight equal monthly installments, beginning on September 1, 2008.

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.

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