

NEXTEST SYSTEMS CORP

Form 4

October 04, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Marshall Howard D

2. Issuer Name **and** Ticker or Trading
Symbol
NEXTEST SYSTEMS CORP
[NEXT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1901 MONTEREY ROAD

(Street)

SAN JOSE, CA 95112

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
10/02/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Vice President of Operations

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 Beneficial Ownership (Instr. 4)
Common Stock	10/02/2007		S	V Amount (A) or (D) Price 950 D \$ 12.76	2,092,643	D	
Common Stock	10/02/2007		S	15 D \$ 12.85	2,092,628	D	
Common Stock	10/02/2007		S	550 D \$ 12.88	2,092,078	D	
Common Stock	10/02/2007		S	100 D \$ 12.91	2,091,978	D	
Common Stock	10/02/2007		S	685 D \$ 12.94	2,091,293	D	

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Common Stock	10/02/2007	S	600	D	\$ 12.95	2,090,693	D
Common Stock	10/02/2007	S	1,100	D	\$ 12.96	2,089,593	D
Common Stock	10/02/2007	S	200	D	\$ 12.97	2,089,393	D
Common Stock	10/02/2007	S	100	D	\$ 12.99	2,089,293	D
Common Stock	10/02/2007	S	1,800	D	\$ 13	2,087,493	D
Common Stock	10/02/2007	S	200	D	\$ 13.01	2,087,293	D
Common Stock	10/02/2007	S	100	D	\$ 13.02	2,087,193	D
Common Stock	10/02/2007	S	100	D	\$ 13.08	2,087,093	D
Common Stock	10/02/2007	S	100	D	\$ 13.12	2,086,993	D
Common Stock	10/02/2007	S	200	D	\$ 13.18	2,086,793	D
Common Stock	10/02/2007	S	100	D	\$ 13.2	2,086,693	D
Common Stock	10/02/2007	S	500	D	\$ 13.21	2,086,193	D
Common Stock	10/02/2007	S	100	D	\$ 13.22	2,086,093	D
Common Stock	10/02/2007	S	660	D	\$ 13.23	2,085,433	D
Common Stock	10/02/2007	S	4,940	D	\$ 13.24	2,080,493	D
Common Stock	10/02/2007	S	13,501	D	\$ 12.75	2,066,992	D
Common Stock	10/02/2007	S	3,572	D	\$ 12.76	2,063,420	D
Common Stock	10/02/2007	S	127	D	\$ 12.77	2,063,293	D
Common Stock	10/02/2007	S	1,800	D	\$ 12.81	2,061,493	D
Common Stock	10/02/2007	S	1,000	D	\$ 12.82	2,060,493	D

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Marshall Howard D 1901 MONTEREY ROAD SAN JOSE, CA 95112	X	X	Vice President of Operations	

Signatures

Emily Biondic,
Attorney-in-Fact 10/04/2007

__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).

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person when n

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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