

NEXTEST SYSTEMS CORP

Form 4

January 16, 2008

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 *
NEWBERRY STEPHEN G

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)
01/14/2008

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

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

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	01/14/2008		A		5,000	D	\$ 10	22,245 D
Common Stock	01/14/2008		A		21,250	D	\$ 5.88	43,495 D
Common Stock	01/14/2008		A		5,000	D	\$ 12.64	48,495 D
Common Stock	01/14/2008		A		5,000	D	\$ 14.01	53,495 D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10	01/14/2008		D	5,000	10/27/2004 10/24/2014	Common Stock 5,000
Stock Option (Right to Buy)	\$ 5.88	01/14/2008		D	15,500	12/15/2005 09/21/2015	Common Stock 15,500
Stock Option (Right to Buy)	\$ 5.88	01/14/2008		D	750	10/01/2006 ⁽¹⁾ 09/21/2015	Common Stock 750
Stock Option (Right to Buy)	\$ 5.88	01/14/2008		D	5,000	09/30/2006 09/30/2015	Common Stock 5,000
Stock Option (Right to Buy)	\$ 12.64	01/14/2008		D	5,000	10/24/2007 10/24/2016	Common Stock 5,000
Stock Option (Right to Buy)	\$ 14.01	01/14/2008		D	5,000	11/14/2008 ⁽³⁾ 11/14/2017	Common Stock 5,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

NEWBERRY STEPHEN G
1901 MONTEREY ROAD X
SAN JOSE, CA 95112

Signatures

/s/ Emily Biondic,
Attorney-in-fact 01/16/2008

__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) 25% of the shares subject to the option vest on the Date Exercisable and 25% of the shares vest annually thereafter.
- (2) Not Applicable
- (3) The shares subject to this option accelerate immediately prior to the change of control

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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