

XTENT INC
Form 3
January 31, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| W Walsh Brian J | | (Month/Day/Year) | XTENT INC [XTNT] | |
| (Last) | (First) | (Middle) | 01/31/2007 | |
| C/O XTENT, INC., 125 | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| CONSTITUTION DRIVE | | | | |
| (Street) | | | | |
| MENLO PARK, CA 94025 | | | | |
| (City) | (State) | (Zip) | | |

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
VP Sales and Marketing

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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 50,000 | D | |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|--------------------------------------|------------------|-----------------|--------------------------------|----------------------------|
| Employee Stock Option (Right to Buy) | Â (1) | 02/03/2014 | Common Stock 50,000 (5) \$ 0.4 | D Â |
| Employee Stock Option (Right to Buy) | Â (2) | 02/01/2015 | Common Stock 22,500 \$ 0.4 | D Â |
| Employee Stock Option (Right to Buy) | Â (3) | 08/03/2015 | Common Stock 2,000 \$ 0.54 | D Â |
| Employee Stock Option (Right to Buy) | Â (4) | 05/01/2016 | Common Stock 56,500 \$ 3.5 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Walsh Brian J C/O XTENT, INC. 125 CONSTITUTION DRIVE MENLO PARK, CA 94025 | Â | Â | Â VP Sales and Marketing | Â |

Signatures

/s/ Brian J. Walsh
01/31/2007
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) All shares subject to the option may be exercised immediately but vest as to 12/48 on 02/02/2005 and 1/48 per month thereafter.
- (2) All shares subject to the option may be exercised immediately but vest as to 1/48 per month following the vesting commencement date of 02/01/2005.
- (3) All shares subject to the option may be exercised immediately but vest as to 1/48 per month following the vesting commencement date of 08/03/2005.
- (4) All shares subject to the option may be exercised immediately but vest as to 1/48 per month following the vesting commencement date of 05/01/2006.
- (5) Reflects the number of outstanding shares subject to the option after the exercise of 50,000 shares by Mr. Walsh.

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Remarks:

The Date of Event is based upon the date of effectiveness of the Issuer's Registration Statement or

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.