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NORTHFIELD LABORATORIES INC /DE/  
Form S-8  
October 03, 2005

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 3, 2005

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

NORTHFIELD LABORATORIES INC.

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or organization)

36-3378733  
(I.R.S. Employer Identification No.)

1560 SHERMAN AVENUE  
SUITE 1000  
EVANSTON, ILLINOIS 60201-4800  
(Address of registrant's principal executive offices)

NORTHFIELD LABORATORIES INC.  
2003 EQUITY COMPENSATION PLAN  
(Full title of the Plan)

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JACK J. KOGUT  
SENIOR VICE PRESIDENT - CHIEF FINANCIAL OFFICER  
NORTHFIELD LABORATORIES INC.  
1560 SHERMAN AVENUE  
SUITE 1000  
EVANSTON, ILLINOIS 60201-4800  
(847) 864-3500  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Copies to:  
CRAIG A. ROEDER, ESQ.  
BAKER & MCKENZIE LLP  
ONE PRUDENTIAL PLAZA  
130 EAST RANDOLPH DRIVE  
CHICAGO, ILLINOIS 60601  
(312) 861-8000

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CALCULATION OF REGISTRATION FEE

Title of Securities to be	Title of Plan	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount registered
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Registered

Common Stock of Northfield Laboratories Inc., par value \$.01 per share.....	Northfield Laboratories Inc. 2003 Equity Compensation Plan	1,500,000	\$12.98*	\$19,470,000	\$2
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\* Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457 of the Securities Act of 1933, and is based upon the average of the high and low sale prices for the registrant's Common Stock reported on The Nasdaq National Market on September 27, 2005.

Explanatory Note

On October 30, 2003, Northfield Laboratories Inc. (the "Registrant") filed a Registration Statement on Form S-8 (File No. 333-110110) (the "Initial Registration Statement") which registered shares of the Registrant's common stock, par value \$0.01 per share (the "Shares"), reserved for issuance under the Northfield Laboratories Inc. 2003 Equity Compensation Plan (the "Plan"). The Initial Registration Statement registered 750,000 Shares with respect to the Plan.

At the Registrant's Annual Meeting of Stockholders on September 29, 2005, the Registrant's stockholders approved and adopted an amendment to the Plan to increase the number of Shares authorized under the Plan by 1,500,000 Shares. By this Registration Statement, the Registrant hereby registers an additional 1,500,000 Shares under the Plan. The contents of the Initial Registration Statement are hereby incorporated by reference into this Registration Statement.

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ITEM 8. EXHIBITS

- 5.1 -- Opinion of Baker & McKenzie LLP.
- 23.1 -- Consent of KPMG LLP.
- 23.2 -- Consent of Baker & McKenzie LLP (contained in their opinion filed as Exhibit 5.1 to this Registration Statement).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Evanston, State of Illinois, on October 3, 2005.

NORTHFIELD LABORATORIES INC.

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By: /s/ Steven A. Gould, M.D.

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 Steven A. Gould, M.D.  
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons on behalf of the Company in the capacities indicated on October 3, 2005.

SIGNATURE -----	TITLE -----
/s/ Steven A. Gould, M.D. ----- Steven A. Gould, M.D.	Chairman of the Board and Chief Executive Officer (principal executive officer)
/s/ Jack J. Kogut ----- Jack J. Kogut	Senior Vice President - Chief Financial Officer and Treasurer (principal financial and accounting officer)
/s/ John F. Bierbaum ----- John F. Bierbaum	Director
----- Bruce S. Chelberg	Director
/s/ Paul M. Ness, M.D. ----- Paul M. Ness, M.D.	Director
/s/ Jack Olshansky ----- Jack Olshansky	Director
/s/ David A. Savner ----- David A. Savner	Director
----- Edward C. Wood, Jr.	Director

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EXHIBIT INDEX

Exhibit No.	Description
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