

NEXTEST SYSTEMS CORP  
 Form 4  
 July 09, 2007

**FORM 4**

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

OMB APPROVAL

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**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

(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)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/06/2007

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

Vice President of Operations

1901 MONTEREY ROAD

(Street)

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

SAN JOSE, CA 95112

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	07/06/2007		S <sup>(1)</sup>	1,742 D \$ 13	2,149,803	D	
Common Stock	07/06/2007		S <sup>(1)</sup>	738 D \$ 13.01	2,149,065	D	
Common Stock	07/06/2007		S <sup>(1)</sup>	700 D \$ 13.02	2,148,365	D	
Common Stock	07/06/2007		S <sup>(1)</sup>	300 D \$ 13.03	2,148,065	D	
Common Stock	07/06/2007		S <sup>(1)</sup>	100 D \$ 13.05	2,147,965	D	

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Common Stock	07/06/2007	<u>S<sup>(1)</sup></u>	2,500	D	\$ 13.07	2,145,465	D
Common Stock	07/06/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 13.08	2,145,365	D
Common Stock	07/06/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 13.09	2,145,165	D
Common Stock	07/06/2007	<u>S<sup>(1)</sup></u>	800	D	\$ 13.1	2,144,365	D
Common Stock	07/06/2007	<u>S<sup>(1)</sup></u>	1,000	D	\$ 13.11	2,143,365	D
Common Stock	07/06/2007	<u>S<sup>(1)</sup></u>	100	D	\$ 13.14	2,143,265	D
Common Stock	07/06/2007	<u>S<sup>(1)</sup></u>	400	D	\$ 13.16	2,142,865	D
Common Stock	07/06/2007	<u>S<sup>(1)</sup></u>	1,258	D	\$ 13.18	2,141,607	D
Common Stock	07/06/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 13.19	2,141,307	D
Common Stock	07/06/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 13.22	2,141,107	D
Common Stock	07/09/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 12.75	2,140,807	D
Common Stock	07/09/2007	<u>S<sup>(1)</sup></u>	600	D	\$ 12.76	2,140,207	D
Common Stock	07/09/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 12.77	2,139,907	D
Common Stock	07/09/2007	<u>S<sup>(1)</sup></u>	900	D	\$ 12.78	2,139,007	D
Common Stock	07/09/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 12.79	2,138,807	D
Common Stock	07/09/2007	<u>S<sup>(1)</sup></u>	500	D	\$ 12.81	2,138,307	D
Common Stock	07/09/2007	<u>S<sup>(1)</sup></u>	400	D	\$ 12.82	2,137,907	D
Common Stock	07/09/2007	<u>S<sup>(1)</sup></u>	200	D	\$ 12.83	2,137,707	D
Common Stock	07/09/2007	<u>S<sup>(1)</sup></u>	300	D	\$ 12.85	2,137,407	D
Common Stock	07/09/2007	<u>S<sup>(1)</sup></u>	1,100	D	\$ 12.86	2,136,307	D
	07/09/2007	<u>S<sup>(1)</sup></u>	300	D		2,136,007	D

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Common Stock						\$ 12.87		
Common Stock	07/09/2007	S <sup>(1)</sup>	400	D		\$ 12.89	2,135,607	D
Common Stock	07/09/2007	S <sup>(1)</sup>	1,454	D		\$ 12.9	2,134,153	D
Common Stock	07/09/2007	S <sup>(1)</sup>	500	D		\$ 12.91	2,133,653	D
Common Stock	07/09/2007	S <sup>(1)</sup>	100	D		\$ 12.92	2,133,553	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## 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

/s/ James P. Moniz,  
Attorney-in-Fact

07/09/2007

