

NEPHROS INC
Form 4
June 12, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stagg Capital Group LLC

2. Issuer Name and Ticker or Trading Symbol
NEPHROS INC [NEP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3 GREENWICH OFFICE PARK

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2008

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

(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
X Form filed by More than One Reporting Person

GREENWICH,, CT 06831

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock ⁽¹⁾ | 05/29/2008 | | S | 26,600 D | \$ 0.8412 4,370,858 | I | See Footnote ⁽¹⁾ |
| Common Stock ⁽¹⁾ | 05/30/2008 | | S | 24,500 D | \$ 0.8071 4,346,358 | I | See Footnote ⁽¹⁾ |
| Common Stock ⁽¹⁾ | 06/02/2008 | | S | 3,600 D | \$ 0.85 4,342,758 | I | See Footnote ⁽¹⁾ |
| Common Stock ⁽¹⁾ | 06/03/2008 | | S | 1,200 D | \$ 0.85 4,341,558 | I | See Footnote ⁽¹⁾ |

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| | | | | | | | | |
|-------------------------|------------|---|--------|---|-----------|-----------|---|-------------------------|
| Common Stock <u>(1)</u> | 06/05/2008 | S | 50,000 | D | \$ 0.8444 | 4,291,558 | I | See Footnote <u>(1)</u> |
| Common Stock <u>(1)</u> | 06/06/2008 | S | 67,300 | D | \$ 0.8298 | 4,224,258 | I | See Footnote <u>(1)</u> |
| Common Stock <u>(1)</u> | 06/09/2008 | S | 50,550 | D | \$ 0.7438 | 4,173,708 | I | See Footnote <u>(1)</u> |
| Common Stock <u>(1)</u> | 06/10/2008 | S | 4,600 | D | \$ 0.7 | 4,169,108 | I | See Footnote <u>(1)</u> |
| Common Stock <u>(1)</u> | 06/11/2008 | S | 2,550 | D | \$ 0.7 | 4,166,558 | I | See Footnote <u>(1)</u> |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 |
| Stagg Capital Group LLC 3 GREENWICH OFFICE PARK GREENWICH,, CT 06831 | | X | | |

Stagg Scott A
3 GREENWICH OFFICE PARK
GREENWICH,, CT 06831

X

Signatures

/s/ Scott A. Stagg Managing
Member

06/12/2008

__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) See Exhibit 99 - Footnote 1.

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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