

SCHREIBER ALAIN
Form 4/A
May 22, 2009

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 *
Moorin Jay

(Last) (First) (Middle)

C/O PROQUEST INVESTMENTS, 90 NASSAU STREET, 5TH FLOOR

(Street)

PRINCETON, NJ 08542-4520

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

NOVADEL PHARMA INC [NVD]

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

04/29/2009

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

05/05/2009

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

___ Form filed by One Reporting Person
X 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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned 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 | (D) | Price |

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

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|---|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | |
|--|---|-------------------------|--------------------|--|---------------------|--------------------|-----------------|----------------------------|
| | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| 10% Secured Convertible Notes | \$ 0.295 | 04/29/2009 | J | | 05/30/2008 | (1) | Common Stock | 3,389,831 (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Moorin Jay C/O PROQUEST INVESTMENTS 90 NASSAU STREET, 5TH FLOOR PRINCETON, NJ 08542-4520 | | X | | |
| SCHREIBER ALAIN C/O PROQUEST INVESTMENTS 90 NASSAU STREET, 5TH FLOOR PRINCETON, NJ 08542-4520 | | X | | |
| ProQuest Investments III, L.P. 90 NASSAU STREET, 5TH FLOOR PRINCETON, NJ 08542-4520 | | X | | |
| ProQuest Associates III LLC 90 NASSAU STREET, 5TH FLOOR PRINCETON, NJ 08542-4520 | | X | | |
| PROQUEST INVESTMENTS II LP 90 NASSAU STREET, 5TH FLOOR PRINCETON, NJ 08542-4520 | | X | | |
| PROQUEST INVESTMENTS II ADVISORS FUND LP 90 NASSAU STREET, 5TH FLOOR PRINCETON, NJ 08542-4520 | | X | | |
| PROQUEST ASSOCIATES II LLC 90 NASSAU STREET, 5TH FLOOR PRINCETON, NJ 08542-4520 | | X | | |

Signatures

/s/ Pasquale De Angelis as
Attorney-in-Fact 05/22/2009

**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).

The principal and accrued interest under the convertible notes will become due and payable upon the earlier of (i) demand by the holder on or after November 26, 2008 or (ii) any Change of Control, as defined in the convertible notes. Of such remaining convertible notes:

(1) 1,277,943 are owned by Investments III; 324,416 are owned by Investments II; and 7,810 are owned by Advisors. Each of the Reporting Persons disclaims beneficial ownership of such securities except to the extent of each Reporting Person's pecuniary interest in such securities.

3,389,831 shares underlying convertible notes were disposed of upon partial repayment of the convertible notes at the Issuer's discretion.

(2) Of such disposed shares, 2,690,441 were owned by Investments III; 682,949 were owned by Investments II; and 16,441 were owned by Advisors. Each of the Reporting Persons disclaims beneficial ownership of such securities except to the extent of each Reporting Person's pecuniary interest in such securities.

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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