

NEXTEST SYSTEMS CORP

Form 4

December 05, 2007

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(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)

875 EMBEDDED WAY

(Street)

SAN JOSE, CA 95138

(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/03/2007

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

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

Vice President of Operations

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 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	12/03/2007		S	5,416 D	\$ 12.95	1,940,077	D
Common Stock	12/03/2007		S	300 D	\$ 12.96	1,939,777	D
Common Stock	12/03/2007		S	984 D	\$ 12.97	1,938,793	D
Common Stock	12/03/2007		S	20,900 D	\$ 13	1,971,893	D
Common Stock	12/03/2007		S	10,500 D	\$ 13.01	1,907,393	D

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Common Stock	12/03/2007	S	5,936	D	\$ 13.02	1,901,457	D
Common Stock	12/03/2007	S	3,012	D	\$ 13.03	1,898,445	D
Common Stock	12/03/2007	S	600	D	\$ 13.05	1,897,845	D
Common Stock	12/03/2007	S	1,300	D	\$ 13.06	1,896,545	D
Common Stock	12/03/2007	S	2,679	D	\$ 13.07	1,893,866	D
Common Stock	12/03/2007	S	1,200	D	\$ 13.08	1,892,666	D
Common Stock	12/03/2007	S	2,700	D	\$ 13.09	1,889,966	D
Common Stock	12/03/2007	S	5,800	D	\$ 13.1	1,884,166	D
Common Stock	12/03/2007	S	300	D	\$ 13.13	1,883,866	D
Common Stock	12/03/2007	S	200	D	\$ 13.16	1,883,666	D
Common Stock	12/03/2007	S	2,100	D	\$ 13.2	1,881,566	D
Common Stock	12/04/2007	S	1,768	D	\$ 12.85	1,879,798	D
Common Stock	12/04/2007	S	200	D	\$ 12.86	1,879,598	D
Common Stock	12/04/2007	S	800	D	\$ 12.88	1,878,798	D
Common Stock	12/04/2007	S	200	D	\$ 12.9	1,878,598	D
Common Stock	12/04/2007	S	100	D	\$ 12.91	1,878,498	D
Common Stock	12/04/2007	S	832	D	\$ 12.92	1,877,666	D
Common Stock	12/04/2007	S	400	D	\$ 12.93	1,877,266	D
Common Stock	12/04/2007	S	2,600	D	\$ 13	1,874,666	D
Common Stock	12/04/2007	S	200	D	\$ 13.02	1,874,466	D
	12/05/2007	S	400	D		1,874,066	D

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Common Stock					\$ 12.25		
Common Stock	12/05/2007	S	200	D	\$ 12.27	1,873,866	D
Common Stock	12/05/2007	S	100	D	\$ 12.28	1,873,766	D
Common Stock	12/05/2007	S	100	D	\$ 12.29	1,873,666	D
Common Stock	12/05/2007	S	400	D	\$ 12.3	1,873,266	D

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 Beneficially Owned Following Reported Transaction (Instr. 6)
				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
Marshall Howard D 875 EMBEDDED WAY SAN JOSE, CA 95138	X	X	Vice President of Operations	

## Signatures

Emily Biondic,  
Attorney-in-Fact  
12/05/2007

\_\_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).

### Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person when n

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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