

XTENT INC
Form 3
January 31, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
W Walsh Brian J		(Month/Day/Year)	XTENT INC [XTNT]	
(Last)	(First)	(Middle)	01/31/2007	
C/O XTENT, INC., 125		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
CONSTITUTION DRIVE		(Check all applicable)		
(Street)		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line)
MENLO PARK, CA 94025		VP Sales and Marketing		<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)	<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	50,000	D	W

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Option (Right to Buy)	Â (1)	02/03/2014	Common Stock 50,000 (5) \$ 0.4	D Â
Employee Stock Option (Right to Buy)	Â (2)	02/01/2015	Common Stock 22,500 \$ 0.4	D Â
Employee Stock Option (Right to Buy)	Â (3)	08/03/2015	Common Stock 2,000 \$ 0.54	D Â
Employee Stock Option (Right to Buy)	Â (4)	05/01/2016	Common Stock 56,500 \$ 3.5	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walsh Brian J C/O XTENT, INC. 125 CONSTITUTION DRIVE MENLO PARK, CA 94025	Â	Â	Â VP Sales and Marketing	Â

Signatures

/s/ Brian J. Walsh
Date: 01/31/2007

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) All shares subject to the option may be exercised immediately but vest as to 12/48 on 02/02/2005 and 1/48 per month thereafter.
- (2) All shares subject to the option may be exercised immediately but vest as to 1/48 per month following the vesting commencement date of 02/01/2005.
- (3) All shares subject to the option may be exercised immediately but vest as to 1/48 per month following the vesting commencement date of 08/03/2005.
- (4) All shares subject to the option may be exercised immediately but vest as to 1/48 per month following the vesting commencement date of 05/01/2006.
- (5) Reflects the number of outstanding shares subject to the option after the exercise of 50,000 shares by Mr. Walsh.

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Remarks:

The Date of Event is based upon the date of effectiveness of the Issuer's Registration Statement on

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.