

Balyasny Dmitry  
 Form 4  
 December 28, 2006

**FORM 4**

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

OMB APPROVAL

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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 \*  
**BALYASNY ASSET MANAGEMENT LLC**

2. Issuer Name and Ticker or Trading Symbol  
**NORTHFIELD LABORATORIES INC /DE/ [NFLD]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**135 E. 57TH STREET, 27TH FL**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/11/2007**

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

**NEW YORK, NY 10022**

(City) (State) (Zip)

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

**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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	12/15/2006	12/15/2006	P	107,500	A	\$ 15	2,182	I	See Footnotes (1) (2)
Common Stock	12/15/2006	12/15/2006	S	293,000	D	\$ 14.96	2,182	I	See Footnotes (1) (2)

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

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SEC 1474 (9-02)

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**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)	
					V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Option (right to buy)	\$ 22.5	12/11/2006	12/11/2006	S		10	12/08/2006	05/19/2007	Common Stock	1,000
Stock Option (right to buy)	\$ 17.5	12/11/2006	12/11/2006	S		51	12/08/2006	02/17/2007	Common Stock	5,100
Stock Option (right to buy)	\$ 17.5	12/12/2006	12/12/2006	S		4	12/08/2006	02/17/2007	Common Stock	400
Stock Option (right to buy)	\$ 22.5	12/13/2006	12/13/2006	P	27		12/08/2006	01/20/2007	Common Stock	2,700
Stock Option (right to sell)	\$ 5	12/13/2006	12/13/2006	P	166		12/08/2006	01/20/2007	Common Stock	16,600
Stock Option (right to sell)	\$ 7.5	12/13/2006	12/13/2006	P	166		12/08/2006	01/20/2007	Common Stock	16,600
Stock Option (right to buy)	\$ 15.5	12/14/2006	12/14/2006	S		1	12/08/2006	02/17/2007	Common Stock	100
Stock Option (right to buy)	\$ 22.5	12/14/2006	12/14/2006	P	528		12/08/2006	01/20/2007	Common Stock	52,800
Stock Option (right to buy)	\$ 22.5	12/14/2006	12/14/2006	S		6	12/08/2006	05/19/2007	Common Stock	600

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buy)										
Stock Option (right to sell)	\$ 15	12/14/2006	12/14/2006	P	250	12/08/2006	01/20/2007	Common Stock	25,000	
Stock Option (right to buy)	\$ 25	12/15/2006	12/16/2006	P	1,650	12/08/2006	01/20/2007	Common Stock	165,000	
Stock Option (right to buy)	\$ 7.5	12/15/2006	12/16/2006	P	1,500	12/08/2006	01/20/2007	Common Stock	150,000	
Stock Option (right to buy)	\$ 22.5	12/15/2006	12/16/2006	P	3,000	12/08/2006	01/20/2007	Common Stock	300,000	
Stock Option (right to buy)	\$ 12.5	12/15/2006	12/16/2006	P	600	12/08/2006	12/16/2006	Common Stock	60,000	
Stock Option (right to buy)	\$ 20	12/15/2006	12/16/2006	S	1	12/08/2006	05/19/2007	Common Stock	100	
Stock Option (right to sell)	\$ 15	12/15/2006	12/16/2006	P	3,046	12/08/2006	01/20/2007	Common Stock	304,600	
Stock Option (right to sell)	\$ 15	12/15/2006	12/16/2006	S	3,000	12/08/2006	01/20/2007	Common Stock	300,000	
Stock Option (right to sell)	\$ 15	12/15/2006	12/16/2006	P	1,775	12/08/2006	12/16/2006	Common Stock	177,500	
Stock Option (right to sell)	\$ 12.5	12/15/2006	12/16/2006	P	2,000	12/08/2006	12/16/2006	Common Stock	200,000	
Stock Option (right to buy)	\$ 7.5	12/15/2006	12/16/2006	H	720	12/08/2006	12/16/2006	Common Stock	72,000	

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Stock Option (right to buy)	\$ 10	12/15/2006	12/16/2006	H	400	12/08/2006	12/16/2006	Common Stock	40,000
Stock Option (right to buy)	\$ 12	12/15/2006	12/16/2006	H	600	12/08/2006	12/16/2006	Common Stock	60,000
Stock Option (right to buy)	\$ 20	12/15/2006	12/16/2006	H	1,810	12/08/2006	12/16/2006	Common Stock	181,000
Stock Option (right to buy)	\$ 25	12/15/2006	12/16/2006	H	500	12/08/2006	12/16/2006	Common Stock	50,000
Stock Option (right to buy)	\$ 30	12/15/2006	12/16/2006	H	500	12/08/2006	12/16/2006	Common Stock	50,000
Stock Option (right to buy)	\$ 22.5	12/15/2006	12/16/2006	H	4,807	12/08/2006	12/16/2006	Common Stock	480,700

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BALYASNY ASSET MANAGEMENT LLC 135 E. 57TH STREET 27TH FL NEW YORK, NY 10022		X		
Balyasny Dmitry 181 W. MADISON STREET; SUITE 3600 CHICAGO, IL 60602		X		

## Signatures

/s/ BALYASNY ASSET MANAGEMENT L.P. 12/13/2006

\*\*Signature of Reporting Person Date

/s/ DMITRY BALYASNY 12/13/2006

\*\*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).

These shares are held as follows: Atlas Master Fund, Ltd. ("AMF") owns 5.86% or 157,788 shares; Visium Balanced Fund, LP ("VBF") owns 21.92% or 590,226 shares; Visium Long Bias Fund, LP ("VLB") owns 9.41% or 253,377 shares; Visium Balanced Offshore Fund, Ltd. ("VBOF") owns 36.34% or 978,505 shares; and Visium Long Bias Offshore Fund Ltd. ("VLBOF") owns 25.85% or 696,047 shares.

(1) Additionally, Dmitry Balyasny owns 0.63% or 16,695 shares. By virtue of its position as investment advisor and/or sub-advisor to each of Atlas Master Fund, Ltd. ("AMF"), Atlas Global, LLC ("AG"), Atlas Global Investments, Ltd. ("AGI"), Atlas Global Investments II, Ltd. ("AGII"), Visium Balanced Fund LP ("VBF"), Visium Long Bias Fund LP ("VLB"), Visium Balanced Offshore Fund, Ltd. ("VBOF") and Visium Long Bias Offshore Fund Ltd. ("VLBOF"), Balyasny Asset Management L.P. may be deemed to beneficially own all 2,692,639 shares of Common Stock.

By virtue of Atlas Global, LLC's ("AG") ownership of 10.79% of the equity interest in AMF, AG may be deemed to beneficially own the 157,788 shares of Northfield Laboratories, Inc.'s ("NFLD") stock that is beneficially owned by AMF. By virtue of Atlas Global Investments, Ltd. ("AGI") ownership of 83.72% of the equity interest in AMF, AGI may be deemed to beneficially own the 157,788 shares of NFLD stock that is beneficially owned by AMF. By virtue of Atlas Global Investments II, Ltd. ("AGII") ownership of 5.48% of the equity interest in AMF, AGII may be deemed to beneficially own the 157,788 shares of OTCI stock that is beneficially owned by AMF.

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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