

Astor Andrew
 Form 4
 December 18, 2018

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 *
 Astor Andrew

(Last) (First) (Middle)
 C/O NEPHROS, INC., 380
 LACKAWANNA PLACE
 (Street)

SOUTH ORANGE, NJ 07079

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 12/14/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ 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 Ownership (Instr. 4)
Common Stock	12/14/2018		A	(A) or (D) A	44,111 (1) \$ 0 497,903	D	

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)

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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. I. De. Sec. (In	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrants (right to buy)	\$ 0.3					03/17/2017	03/17/2022	Common Stock	133,333
Stock Option (right to buy)	\$ 0.4599					<u>(2)</u> (3)	02/13/2027	Common Stock	289,785
Stock Option (right to buy)	\$ 0.293					<u>(4)</u> (5)	05/01/2027	Common Stock	209,355
Stock Option (right to buy)	\$ 0.4999					<u>(6)</u>	12/20/2027	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Astor Andrew C/O NEPHROS, INC. 380 LACKAWANNA PLACE SOUTH ORANGE, NJ 07079			Chief Financial Officer	

Signatures

/s/ Amanda Lorentz as attorney-in-fact for Andrew Astor pursuant to Power of Attorney previously filed.

12/18/2018

__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)

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On December 14, 2018, the Company granted 44,111 shares of restricted stock (the "Restricted Stock") to the Reporting Person in lieu of a cash bonus. The Restricted Stock was granted under the Company's 2015 Equity Incentive Plan. The Restricted Stock vests six months following the grant date.

- On 2/13/17, the Reporting Person was granted an option to purchase up to 579,571 shares of common stock of the Company. 12.5% of the shares subject to the option (relating to a total of 72,446 shares) vested on 2/13/18; 37.5% of the shares subject to the option (relating to a total of 217,339 shares) vest quarterly in 12 equal amounts, commencing on 5/13/18; 20% of the shares subject to the option (relating to a total of 115,914 shares) will vest, if ever, upon approval of listing of the Company's common stock on the Nasdaq Stock Market, New York Stock Exchange or such other national securities exchange approved by the Board; 10% of the shares subject to the option (relating to a total of 57,957 shares) will vest, if ever, on the February 1st following the Company's first completed fiscal year in which annual revenue exceeds \$6,000,000; (continued)
- (2)
- (3) and 20% of the shares subject to the option (relating to a total of 115,914 shares) will vest, if ever, on the February 1st following the Company's first completed fiscal year in which annual revenue exceeds \$10,000,000.

- On 5/1/17, the Reporting Person was granted an option to purchase up to 418,709 shares of common stock of the Company. 12.5% of the shares subject to the option (relating to a total of 52,339 shares) vest on 5/1/18; 37.5% of the shares subject to the option (relating to a total of 157,016 shares) vest quarterly in 12 equal amounts, commencing on 7/1/18; 10% of the shares subject to the option (relating to a total of 41,871 shares) will vest, if ever, on the February 1st following the Company's first completed fiscal year in which annual revenue exceeds (continued)
- (4)

- \$6,000,000; 20% of the shares subject to the option (relating to a total of 83,742 shares) will vest, if ever, on the February 1st following the Company's first completed fiscal year in which annual revenue exceeds \$10,000,000; and 20% (relating to a total of 83,742 shares) will vest, if ever, upon approval of listing of the Company's common stock on the Nasdaq Stock Market, New York Stock Exchange or such other national securities exchange approved by the Board.
- (5)

- On 12/20/17, the Reporting Person was granted an option to purchase 50,000 shares of common stock of the Company. 25% of the shares subject to the option (relating to a total of 12,500 shares) vest on 12/20/18 and the remaining 75% of the shares subject to the option (relating to a total of 37,500 shares) vest quarterly in 12 equal amounts, commencing on 3/20/19.
- (6)

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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