

NORTHFIELD LABORATORIES INC /DE/

Form 4

November 01, 2002

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

<p>1. Name and Address of Reporting Person* <i>(Last, First, Middle)</i></p> <p>DYBAS, JR., JOHN A.</p>	<p>2. Issuer Name and Ticker or Trading Symbol</p> <p>NORTHFIELD LABORATORIES INC., NFLD</p>	<p>3. I.R.S. Identification Number of Reporting Person, if an entity <i>(Voluntary)</i></p>
<p>1560 SHERMAN AVE, SUITE 1000</p> <p style="text-align: center;"><i>(Street)</i></p> <p>EVANSTON, IL 60201</p> <p><i>(City) (State) (Zip)</i></p>	<p>4. Statement for Month/Day/Year</p> <p>10/30/2002</p>	<p>5. If Amendment, Date of Original <i>(Month/Day/Year)</i></p>
<p>6. Relationship of Reporting Person(s) to Issuer <i>(Check All Applicable)</i></p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> <p><input type="checkbox"/> Other <i>(specify below)</i></p> <p style="text-align: center;">VICE PRESIDENT OF CLINICAL AFFAIRS</p>	<p>7. Individual or Joint/Group Filing <i>(Check Applicable Line)</i></p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>	

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	
				Code	V	(A) (D)
OPTION RIGHT-TO-BUY (1)	5.08	10/30/2002				25,000

NORTHFIELD LABORATORIES INC.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned director and/or executive officer (the Reporting Person) of Northfield Laboratories Inc., a Delaware corporation (the Company), hereby constitutes and appoints Jack J. Kogut (the Attorney-in-Fact) as the Reporting Person s true and lawful agent and attorney-in-fact to:

execute for and on behalf of the Reporting Person, in the Reporting Person s capacity as a director and/or executive officer of the Company, Forms 3, 4 and 5 in accordance with requirements of Section 16(a) of the Securities Exchange Act of 1934, as amended (the Securities Exchange Act) and the rules promulgated by the Securities and Exchange Commission (the SEC) thereunder;

do and perform any and all acts for and on behalf of the Reporting Person which may be necessary or desirable to complete and execute any such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the Attorney-in-Fact, may be of benefit, to, in the best interest of or legally required by the Reporting Person.

The Reporting Person hereby grants to the Attorney-in-Fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the Reporting Person might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the Attorney-in-Fact, or the Attorney-in-Fact s substitute or substitutes, may lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The Reporting Person understands that compliance with the requirements of Section 16 of the Securities Exchange Act and the rules promulgated by the SEC thereunder is the responsibility of the Reporting Person as director and/or executive officer of the Company and that the Company and the Attorney-in-Fact have agreed to assist the Reporting Person with filing the reports the Reporting Person is required to submit under Section 16 solely as an accommodation to assist the Reporting Person in complying with this responsibility. The Reporting Person further acknowledges that the Reporting Person is not relying upon the Company or any of its employees or agents, including the Attorney-in-Fact and legal counsel for the Company, for legal advice in connection with the Reporting Person s compliance with the requirements of Section 16 and that the Reporting Person has consulted his or her personal legal

counsel with respect to any questions the Reporting Person may have regarding these requirements. The Reporting Person acknowledges that the Attorney-in-Fact, in serving in such capacity at the request of the Reporting Person, is not assuming, nor is the Company assuming, any of the Reporting Person's responsibilities to comply with Section 16 of the Securities Exchange Act.

In consideration of the Attorney-in-Fact acting on the Reporting Person's behalf pursuant to this Power of Attorney, the Reporting Person hereby agrees to indemnify and hold the Attorney-in-Fact, each substitute attorney-in-fact, and each of their respective heirs, executors, legal representatives, successors, and assigns harmless from and against the entirety of any and all losses, claims, causes of action, damages, fines, defense costs, amounts paid in settlement, liabilities and expenses, including reasonable attorneys' fees and expenses (collectively, Losses), relating to or arising out of the exercise of this Power of Attorney by the Attorney-in-Fact or any substitute Attorney-in-Fact, and will reimburse each such indemnified person for all Losses as they are incurred by such indemnified person in connection with any pending or threatened claim, action, suit proceedings or investigation with which such indemnified person is or is threatened to be made a party. The Reporting Person will not, however, be responsible for any Losses that are finally determined by a court of competent jurisdiction to have resulted solely from the Attorney-in-Fact's bad faith or knowing and willful misconduct.

This Power of Attorney will remain in full force and effect until the Reporting Person is no longer to file Forms 3, 4 and 5 with respect to the Reporting Person's holdings of and transactions in securities issued by the Company, unless earlier revoked by the Reporting Person in a signed writing delivered to the Attorney-in-Fact.

IN WITNESS WHEREOF, the Reporting Person has caused this Power of Attorney to be executed as of this 18th day of September, 2002.

/s/ John A. Dybas, Jr.

John A. Dybas, Jr.

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