#### RATOFF STEVEN B

Form 4

Common Stock

\$0.001 par value

12/11/2009

#### December 14, 2009 **OMB APPROVAL** UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading RATOFF STEVEN B Issuer Symbol NOVADEL PHARMA INC [NVD] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) \_X\_\_ Director 10% Owner Other (specify X\_ Officer (give title C/O NOVADEL PHARMA INC., 25 12/08/2009 below) below) MINNEAKONING ROAD Chief Executive Officer (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting FLEMINGTON, NJ 08822 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) Following or Indirect (Instr. 4) Reported (I)(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Amount (D) Price Common Stock 12/08/2009 P 263,866 A 823,866 (1) D \$0.001 par value Common Stock 12/08/2009 P 236.134 A $1,060,000 \stackrel{(1)}{=} D$ \$0.001 par value

P

465,800 A

1,525,800 (1) D

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Common Stock \$0.001 par value	12/11/2009	P	26,200	A	\$ 0.15	1,552,000 (1) D
Common Stock \$0.001 par value	12/11/2009	P	8,000	A	\$ 0.1344	1,560,000 (1) 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)	or Exercise Price of Derivative	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	of Derivative Securities	3	ate	7. Title Amour Underl Securit (Instr. 2	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne
	Security				Acquired (A) or Disposed of (D)						Follo Repo Trans (Instr
					(Instr. 3, 4, and 5)				Amount		
						Date Exercisable	Expiration Date	Title 1	or Number of		
				Code V	(A) (D)				Shares		

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# **Reporting Owners**

Reporting Owner Name / Address	Ketationships					
	Director	10% Owner	Officer	Other		
RATOFF STEVEN B C/O NOVADEL PHARMA INC. 25 MINNEAKONING ROAD FLEMINGTON, NJ 08822	X		Chief Executive Officer			

# **Signatures**

Steven B. Ratoff	12/14/2009		
**Signature of	Date		
Reporting Person			

Reporting Owners 2

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## **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).
- Includes 300,000 shares of restricted stock. Restrictions on the restricted stock lapse over a 3 year period; provided, however, in the event of a \$20 million non-dilutive financing (or multiple non-dilutive financings that total an aggregate of \$20 million) by the Company, the restrictions shall immediately lapse.

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.