

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-11** | Period of Report: **2012-12-31**
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REPORTING OWNER

Burbank Jeffrey H

CIK: **1341411**

Type: **4/A** | Act: **34** | File No.: **000-51567** | Film No.: **13526378**

Mailing Address

*NXSTAGE MEDICAL INC
439 SOUTH UNION STREET
5TH FLOOR
LAWRENCE MA 01843*

ISSUER

NxStage Medical, Inc.

CIK: **1333170** | IRS No.: **043454702** | State of Incorporation: **DE** | Fiscal Year End: **1231**

SIC: **3845** Electromedical & electrotherapeutic apparatus

Mailing Address

*439 SOUTH UNION STREET
5TH FLOOR
LAWRENCE MA 01843*

Business Address

*439 SOUTH UNION STREET
5TH FLOOR
LAWRENCE MA 01843
978-687-4700*

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person Burbank Jeffrey H			2. Issuer Name and Ticker or Trading Symbol NxStage Medical, Inc. [NXTM]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2012					
C/O NXSTAGE MEDICAL, INC., 350 MERRIMACK STREET								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year) 01/03/2013			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
LAWRENCE, MA 01843								
(City) (State) (Zip)								

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/02/2013		M		36,560	A	\$4.1	541,484	D	
Common Stock	12/31/2012		M		35,768 ⁽¹⁾	A	\$ 0	577,252	D	
Common Stock	12/31/2012		F ⁽²⁾		14,916	D	\$11.25	562,336	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$4.1	01/02/2013		M		36,560		02/04/2003	02/04/2013	Common Stock	36,560	\$4.1	0	D	
Restricted Stock Unit	⁽³⁾	12/31/2012		M		35,768		⁽⁴⁾	⁽⁴⁾	Common Stock	35,768	\$ 0	0	D	

Explanation of Responses:

1. Shares of common stock acquired upon the vesting of restricted stock units.
2. This transaction reflects the withholding of shares of the Company's common stock to satisfy the reporting person's tax liability incurred in connection with the final tranche of awards granted to the reporting person on March 8, 2011 pursuant to the Company's 2010 Performance Share Plan.
3. Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
4. In March 2010, the Compensation Committee established the Company's 2010 Performance Share Plan with the amount of awards to be determined based upon the satisfaction of 2010 revenue and cash consumption targets. On March 8, 2011, the Compensation Committee granted the reporting person 107,306 restricted stock units based on its evaluation of the achievement of performance criteria under the Company's 2010 Performance Share Plan. The award vested 33 1/3rd% on the date of grant (March 8, 2011), with the balance vesting in two equal installments on December 31, 2011 and December 31, 2012.

Remarks:

The FORM 4, as originally filed on January 3, 2013, incorrectly reported the date of transaction of the reporting person's exercise of 36,560 stock options of the Company. The FORM 4, as amended by this FORM 4/A, correctly reports the date of transaction as January 2, 2013.

Signatures

/s/Winifred L. Swan, attorney-in-fact

** Signature of Reporting Person

01/11/2013

Date

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

* 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).

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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