

XTENT INC
Form 5
January 29, 2008

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Casciaro Gregory D

(Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
XTENT INC [XTNT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

125 CONSTITUTION DRIVE

(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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

6. Individual or Joint/Group Reporting

(check applicable line)

MENLO PARK, CA 94025

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	08/31/2007	Â	G	1,700 (1)	D	\$ 0	639,800	D	Â
Common Stock	08/31/2007	Â	G	1,700 (2)	D	\$ 0	638,100	D	Â
Common Stock	08/31/2007	Â	G	1,700 (3)	D	\$ 0	636,400	D	Â
Common Stock	08/31/2007	Â	G	1,700	D	\$ 0	634,700	D	Â
	08/31/2007	Â	G		A	\$ 0	1,700	I	

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Common Stock				1,700 (1)					By Daughter
Common Stock	08/31/2007	Â	G	1,700 (2)	A	\$ 0	3,400	I	By Daughter
Common Stock	08/31/2007	Â	G	1,700 (3)	A	\$ 0	1,700	I	By Son

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

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(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)	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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Casciaro Gregory D 125 CONSTITUTION DRIVE MENLO PARK, CA 94025	Â X	Â	Â	President and CEO Â

Signatures

/s/ Timothy D. Kahlenberg for: Gregory D. Casciaro 01/29/2008

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).

Mr. Casciaro transferred these shares as a gift to his adult daughter who shares his household. Mr. Casciaro disclaims beneficial ownership of the shares held by his adult daughter, and this report should not be deemed an admission that he is the beneficial owner of his adult daughter's shares for purposes of Section 16 or for any other purposes.

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- (2) Mr. Casciaro transferred these shares as a gift to his minor daughter made under the California Uniform Transfer to Minors Act (UTMA) pursuant to an arrangement by which Mr. Casciaro acts as custodian for his minor daughter.
- (3) Mr. Casciaro transferred these shares as a gift to his minor son made under the UTMA pursuant to an arrangement by which Mr. Casciaro acts as custodian for his minor son.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.