

NORTHFIELD LABORATORIES INC /DE/
 Form 3
 January 11, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Visium Long Bias Offshore Fund, Ltd.</p> <p>(Last) (First) (Middle)</p> <p>C/O BALYASNY ASSET MANAGEMENT LP,Â 135 E. 57TH STREET, 27TH FL</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/27/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NORTHFIELD LABORATORIES INC /DE/ [NFLD]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below)</p> <p>Group Member</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</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>
---	---	---	--	---	--

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	338,400	I	See Footnotes <u>(1)</u> <u>(2)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership
--	--	--	---------------------------	----------------------	--

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Option (right to buy)	01/04/2007	01/20/2007	NFLD Common Stock	481,400	\$ 25	I	See Footnotes <u>(1)</u> <u>(2)</u>
Option (right to buy)	01/04/2007	01/20/2007	NFLD Common Stock	418,000	\$ 7.5	I	See Footnotes <u>(1)</u> <u>(2)</u>
Option (right to buy)	01/04/2007	01/20/2007	NFLD Common Stock	1,526,500	\$ 22.5	I	See Footnotes <u>(1)</u> <u>(2)</u>
Option (right to buy)	01/04/2007	05/19/2007	NFLD Common Stock	500	\$ 17.5	I	See Footnotes <u>(1)</u> <u>(2)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Visium Long Bias Offshore Fund, Ltd. C/O BALYASNY ASSET MANAGEMENT LP 135 E. 57TH STREET, 27TH FL NEW YORK, NY 10022	Â	Â	Â	Group Member

Signatures

/s/ SCOTT SCHROEDER, AUTHORIZED SIGNATORY FOR VISIUM LONG BIAS OFFSHORE FUND, LTD.

01/08/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) These shares are held as follows: Atlas Master Fund, Ltd. ("AMF") owns 5.86% or 162,017 shares; Visium Balanced Fund LP ("VBF") owns 21.92% or 606,044 shares; Visium Long Bias Fund LP ("VLB") owns 9.41% or 260,168 shares; Visium Balanced Offshore Fund, Ltd. ("VBOF") owns 36.34% or 1,004,728 shares; and Visium Long Bias Offshore Fund Ltd. ("VLBOF") owns 25.85% or 714,701 shares. Additionally, Dmitry Balyasny owns 0.63% or 17,418 shares. By virtue of its position as investment advisor and/or sub-advisor to each of Atlas Master Fund, Ltd. ("AMF"), Atlas Global, LLC ("AG"), Atlas Global Investments, Ltd. ("AGI"), Atlas Global Investments II, Ltd. ("AGII"), Visium Balanced Fund LP ("VBF"), Visium Long Bias Fund LP ("VLB"), Visium Balanced Offshore Fund, Ltd. ("VBOF") and Visium Long Bias Offshore Fund Ltd. ("VLBOF"), Balyasny Asset Management LP may be deemed to beneficially own all 2,764,800 shares of Common Stock.
- (2) By virtue of Atlas Global, LLC's ("AG") ownership of 10.79% of the equity interest in AMF, AG may be deemed to beneficially own the 162,017 shares of Northfield Laboratories, Inc.'s ("NFLD") stock that is beneficially owned by AMF. By virtue of Atlas Global Investments, Ltd. ("AGI") ownership of 83.72% of the equity interest in AMF, AGI may be deemed to beneficially own the 162,017 shares of NFLD stock that is beneficially owned by AMF. By virtue of Atlas Global Investments II, Ltd. ("AGII") ownership of 5.48% of the equity interest in AMF, AGII may be deemed to beneficially own the 162,017 shares of NFLD stock that is beneficially owned by

Edgar Filing: NORTHFIELD LABORATORIES INC /DE/ - Form 3

AMF.

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.