FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] KNITTEL RUSSELL J					suer Name and Tick NAPTICS IN		-	•		tionship of Reporting Person(s) to Issuer all applicable) Director 10% Owner			
(Last) 3120 SCOTT BL	(First) LVD., STE. 130	(Middle)			ate of Earliest Trans 24/2006	saction (N	lonth/	′Day/Year)		x	Officer (give title below) Sr VP, CFO, CA	Other below	(specify /)
(Street) SANTA CLARA (City)	CA (State)	95054 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Indi Line) X	vidual or Joint/Group Filing (Check Applicable Form filed by One Reporting Person Form filed by More than One Reporting Person		
	Та	ble I - N	lon-Deriva	ntive	Securities Acc	quired,	Disp	oosed of, o	or Ben	eficially	Owned		
1. Title of Security	(Instr. 3)		2. Transactic Date (Month/Day/		2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transac Code (Ir 8)		4. Securities Disposed Of and 5)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership
						Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)
Common Stock 10/24/2				006		М		21,835	A	\$9.96	26,860	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned										
Common Stock	10/24/2006	S	16,100	D	\$27.57	462	D			
Common Stock	10/24/2006	S	2,663	D	\$27.54	16,562	D			
Common Stock	10/24/2006	S	100	D	\$27.41	19,225	D			
Common Stock	10/24/2006	S	100	D	\$27.4	19,325	D			
Common Stock	10/24/2006	S	100	D	\$27.39	19,425	D			
Common Stock	10/24/2006	S	3,500	D	\$27.32	19,525	D			
Common Stock	10/24/2006	S	3,835	D	\$27.29	23,025	D			

	• • •	osed of, or Beneficially Owne onvertible securities)
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										-		-			
1. Title of Derivative Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transact Code (In 8)		n of		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: 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				
Employee Stock Option (Right to Buy)	\$9.96	10/24/2006		М			21,835	(1)	08/07/2013	Common Stock	21,835	\$0.00	16,165	D	

Explanation of Responses:

1. 25% of the total number of shares subject to the option vested and became exercisable on the twelve month anniversary of the August 7, 2003 vesting commencement date, and 1/48th of the total number of shares subject to the option vested or shall vest and became exercisable on the 7th day of each month thereafter.

Remarks:

Russell J. Knittel

** Signature of Reporting Person

10/24/2006

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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