FORM 4

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 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 | | 0 | | | ationship of Reportii k all applicable) Director | ng Person(s) to 10% (| | |
|---|------------------|----------------|--------------------------------------|---------|---|---------------------------------|---------|--|---------------|--|--|--|---|
| (Last) 2381 BERING | (First) DRIVE | (Middle) | | | ate of Earliest Trans 01/2004 | action (N | lonth | 'Day/Year) | | x | Officer (give title below) Sr VP, CFO, CA | below | <i>,</i> |
| (Street) SAN JOSE (City) | CA (State) | 95131 (Zip) | | 4. lf / | Amendment, Date o | of Origina | l Fileo | d (Month/Day/ | Year) | 6. Indi Line) X | vidual or Joint/Grou Form filed by One Form filed by Mor Person | e Reporting Per | son |
| | 7 | Fable I - N | lon-Deriva | tive | Securities Acc | luired, | 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 | | | 11/01/20 | 04 | | М | | 5,000 | Α | \$ <u>6</u> | 8,065 | D | |
| 1 | | | | | 1 | | | | | I | 1 | 1 | 1 |

| 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 | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|---|--|---|----------------------|-----------------|--|--|---|
| | | | Code V | | Amount | Amount (A) or (D) | | Reported Transaction(s) (Instr. 3 and 4) | (1150.4) | (Instr. 4) |
| Common Stock | 11/01/2004 | | М | | 5,000 | A | \$ 6 | 8,065 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 2,519 | D | \$32.6 | 5,546 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 600 | D | \$32.61 | 4,946 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 299 | D | \$32.62 | 4,647 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 100 | D | \$32.63 | 4,547 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 100 | D | \$32.65 | 4,447 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 200 | D | \$32.7 | 4,247 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 400 | D | \$32.71 | 3,847 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 100 | D | \$32.74 | 3,747 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 100 | D | \$32.75 | 3,647 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 150 | D | \$32.76 | 3,497 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 32 | D | \$32.77 | 3,465 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 100 | D | \$32.78 | 3,365 | D | |
| Common Stock | 11/01/2004 | | S ⁽¹⁾ | | 300 | A | \$32.84 | 3,065 | 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 | | 3A. Deemed Execution Date, if any (Month/Day/Year) | Transaction Code (Instr. 8) | | | | 6. Date Exerc Expiration D (Month/Day/ | ate | 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) | Beneficial Ownership |
|---|---|------------|---|-----------------------------------|---|-----|-------|--|--------------------|---|--|--|--|---|-------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Option (Right to Buy) | \$ 6 | 11/01/2004 | | М | | | 5,000 | (2) | 07/30/2012 | Common Stock | 5,000 | \$0.00 | 38,000 | D | |

Explanation of Responses:

1. The shares were sold pursuant to a 10b5-1 Sales Plan dated February 25, 2004.

2. 25% of the total number of shares subject to the option (50,000) vested and became exercisable on the twelve month anniversary of the July 30, 2002 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 30th day of each month thereafter.

Remarks:

Russell J. Knittel

<u>ittel</u> <u>11/01/2004</u>

** Signature of Reporting Person 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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