FORM 4

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).

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* <u>LEE FRANCIS F</u>					NAPTICS					Relationship of Rep heck all applicable) X Director) to Issuer % Owner		
(Last) (First) (Middle) 2381 BERING DRIVE					ate of Earliest Tra	nsaction	(Mon	th/Day/Year)		X Officer (give to below)	itle Otl	ner (specify low)		
(Street) SAN JOSE CA 95131 (City) (State) (Zip)				4. If <i>i</i>	Amendment, Dat	e of Origi	nal Fi	led (Month/D		Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person				
		Table I	- Non-Deriva	ative	Securities A	cquired	d, Di	sposed of	, or Be	eneficia	ally Owned			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Ye		A. Deemed Execution Date, fany Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed O 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 (Instr. 4)	
						v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	,			
Common Stock	ζ		11/16/200	4		M		50,000	A	\$7.37	56,899(1)	D		
Common Stock	ζ		11/16/200	4		S		1,000	D	\$34.5	55,899(1)	D		
Common Stock	ζ		11/16/200	14		S		1,000	D	\$34.58	54,899(1)	D		
Common Stock	C		11/16/200	14		S		6,000	D	\$34.6	48,899(1)	D		
Common Stock	C		11/16/200	14		S		2,000	D	\$34.61	46,899(1)	D		
Common Stock	ζ.		11/16/200	14		S		3,000	D	\$34.63	43,899(1)	D		
Common Stock	C		11/16/200	14		S		3,000	D	\$34.68	40,899(1)	D		
Common Stock	ζ		11/16/200)4		S		1,000	D	\$34.7	39,899(1)	D		
Common Stock	C		11/16/200	14		S		2,000	D	\$34.72	37,899(1)	D		
Common Stock	C		11/16/200	14		S		5,000	D	\$34.75	32,899(1)	D		
Common Stock	ζ		11/16/200	14		S		2,000	D	\$34.8	30,899(1)	D		
Common Stock	C		11/16/200	14		S		4,000	D	\$34.82	26,899(1)	D		
Common Stock	ζ		11/16/200	4		S		5,500	D	\$34.85	21,399(1)	D		
Common Stock	ζ		11/16/200	4		S		1,000	D	\$34.88	20,399(1)	D		
Common Stock	ζ		11/16/200	14		S		1,000	D	\$35.05	19,399(1)	D		
Common Stock	ζ		11/16/200	14		S		5,000	D	\$35.11	14,399(1)	D		
Common Stock	ζ		11/16/200	14		S		2,500	D	\$35.18	11,899(1)	D		
Common Stock	C		11/16/200	14		S		2,000	D	\$35.6	9,899(1)	D		
Common Stock	ζ		11/16/200	14		S		1,000	D	\$35.7	8,899(1)	D		
Common Stock	ζ		11/16/200	14		S		1,000	D	\$35.9	7,899(1)	D		
Common Stock	ζ		11/16/200	14		S		1,000	D	\$36	6,899(1)	D		
Common Stock	ζ										23,276	I	By Trust ⁽²⁾	
Common Stock	ζ.										8,000	I	As custodian ⁽³⁾	
Common Stock	ζ										91,862	I	By Trust ⁽⁴⁾	
Common Stock	ζ										91,862	I	By Trust ⁽⁵⁾	

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	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								4,000(6)	I	By Daughter			

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

	(e.g., puts, cans, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		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)	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)	\$7.37	11/16/2004		M			50,000	(7)	02/05/2013	Common Stock	50,000	\$0.00	150,000	D	

Explanation of Responses:

- 1. Includes 1,500 shares acquired under the issuer's employee stock purchase plan in June 2004.
- 2. The shares are held by Francis F. Lee and Evelyn C. Lee as Co-Trustees of the Lee 1999 Living Trust dated March 16, 1999.
- 3. The shares are held by the reporting person as custodian for his children.
- 4. The shares are held by Francis F. Lee, Trustee of the Francis Lee 2002 Irrevocable Trust.
- $5. \ The \ shares \ are \ held \ by \ Evelyn \ C. \ Lee, \ the \ reporting \ person's \ spouse, \ Trustee \ of \ the \ Evelyn \ Lee \ 2002 \ Irrevocable \ Trust.$
- 6. The reporting person disclaims beneficial ownership of the securities held indirectly by his daughter, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- 7. 25% of the total number of shares subject to the option vested and became exercisable on the twelve month anniversary of the February 5, 2003 vesting commencement date, and 1/48th of the total number of shares subject to the option vested or shall vest and became or shall become exercisable on the 5th day of each month thereafter.

Remarks:

Francis F. Lee

11/16/2004

** 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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