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NETLIST INC Form 4										
August 16, 2013	5									
FORM 4	1								PPROVAL	
CURIVI 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-028	7
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue See Instructio 1(b).	STATEM Filed pur Section 17(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,)5
(Print or Type Resp	onses)									
1. Name and Address of Reporting Person <u>*</u> CARGILE CHARLES F			2. Issuer Name and Ticker or Trading Symbol NETLIST INC [NLST]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) (Middle) C/O NETLIST, INC., 51 DISCOVERY, SUITE 150			3. Date of Earliest Transaction (Month/Day/Year) 08/15/2013			X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) 4. If Amendment, Date Orig Filed(Month/Day/Year)			-		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
IRVINE, CA 92	2618						Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative S	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactic Code (Instr. 8) Code V		A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report of	on a separate line	for each cl	ass of sec	urities bene	ficially own	ed directly	or indirectly.			
	1				Persor inform require	as who res ation cont ed to resp /s a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	D
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year) (Instr. 8)	or Dispose (D)	(Instr. 3, 4,				(
			Code N	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 0.83	08/15/2013	А	25,000		(1)	08/15/2023	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships								
	Director	10% Owner	Officer	Other					
CARGILE CHARLES F C/O NETLIST, INC. 51 DISCOVERY, SUITE 150 IRVINE, CA 92618	Х								
Signatures									
/s/ Charles F. Cargile by Gail S Attorney-in-Fact		C	08/16/2013						
**Signature of Reporting		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).

(1) The options vest in four equal annual installments beginning on the anniversary date of the grant date.

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.

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