

OMB APPROVAL	
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**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

<b>1. Name and Address of Reporting Person*</b> Fry G Rogan <hr/> (Last) (First) (Middle) 10065 OLD GROVE ROAD <hr/> (Street) SAN DIEGO CA 92131 <hr/> (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> 05/12/2004	<b>3. Issuer Name and Ticker or Trading Symbol</b> NUVASIVE INC [NUVA]	
		<b>4. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) Sr. V. P., Corp. Development	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	75,562	D	
Series D-1 Preferred Stock <sup>(1)</sup>	19,762	D	

**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 (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares <sup>M</sup>			
Stock Option (Right to Buy)	07/12/2003 <sup>(2)</sup>	07/31/2012	Common Stock	20,000	\$ 0.63	D	
Stock Option (Right to Buy)	01/01/2004 <sup>(2)</sup>	01/15/2013	Common Stock	10,000	\$ 0.63	D	
Stock Option (Right to Buy)	08/01/2003 <sup>(3)</sup>	09/03/2013	Common Stock	30,000	\$ 0.63	D	

**Explanation of Responses:**

1. Immediately following the closing of the initial public offering of the Issuer's Common Stock, all outstanding shares of Preferred Stock will be automatically converted into shares of the Issuer's Common Stock.
2. The option is immediately exercisable, but shares purchased under such option are subject to repurchase by the Issuer at the option exercise price, upon the Reporting Person's termination of service to the Issuer prior to vesting in these shares. 25% of the option shares vest on such date with the remaining option shares vesting in 36 equal monthly installments thereafter.
3. The option is immediately exercisable, but shares purchased under such option are subject to repurchase by the Issuer at the option exercise price, upon the Reporting Person's termination of service to the Issuer prior to vesting in these shares. Option shares vest 17 equal monthly installments from such date.

/s/ G. Rogan Fry                      05/12/2004

\*\* Signature of Reporting              Date  
Person

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 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).

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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