

# FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 3

## 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

OMB APPROVAL	
OMB Number:	3235-0104
Expires:	January 31, 2005
Estimated average burden hours per response:	0.5

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Richards, Ryan L</b>			2. Date of Event Requiring Statement (Month/Day/Year) <b>January 14, 2008</b>		3. Issuer Name and Ticker or Trading Symbol <b>Novell, Inc. NOVL</b>				
(Last)	(First)	(Middle)				4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  <b>VP acting Gen. Counsel &amp; Sec.</b>		5. If Amendment, Date of Original Filed (Month/Day/Year)	
1800 S. Novell Place, SJF-1-100								6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
Provo, UT 84606									
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Beneficially Owned						

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	17,459.00	D	
Common Stock (1)	8,738.00	D	
Common Stock (2)	12,852.00	D	
Common Stock	400.00	I	By Spouse

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).

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 control number.

(Over)

SEC 1473 (6-03)

FORM 3 (continued)

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 of Derivative Security: 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			
Stock Option (right to buy)	(3)	03/17/2009	Common Stock	3,000.00	\$6.3125	D	
Stock Option (right to buy)	(4)	02/24/2010	Common Stock	3,800.00	\$6.3125	D	
Stock Option (right to buy)	(5)	09/10/2011	Common Stock	26,000.00	\$3.9200	D	
Stock Option (right to buy)	(6)	09/10/2011	Common Stock	6,000.00	\$3.9400	D	
Stock Option (right to buy)	(7)	01/07/2012	Common Stock	11,001.00	\$10.6800	D	
Stock Option (right to buy)	(8)	03/30/2013	Common Stock	45,000.00	\$5.5500	D	

Explanation of Responses:

**See attached statement**

\*\* 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.

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.

01/18/2008

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\*\* Signature of Reporting Person Date  
**/s/Elizabeth DePaola authorized signer for**  
**Ryan L Richards**

Richards, Ryan L

1800 S. Novell Place, SJF-1-100

Provo, UT 84606

USA

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**Explanation of responses:**

- (1) Represents shares of common stock that may be issued upon the vesting of a like number of restricted stock units granted on March 10, 2006. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis without payment of additional consideration on the vesting date. The first 4,369 units of the original grant of 13,107 restricted stock units vested March 10, 2007, and the remaining 8,738 units vest in two equal installments on March 10, 2008 and March 10, 2009.
- (2) Represents shares of common stock that may be issued upon the vesting of a like number of restricted stock units granted on June 12, 2007. As restricted stock units vest, the vested units are automatically converted to vested common stock on a one-for-one basis without payment of additional consideration on the vesting date. The units vest in four equal installments on June 12, 2008, June 12, 2009, June 12, 2010 and June 12, 2011.
- (3) The option vested 50% on February 26, 2001, and vested 6.25% quarterly thereafter, and is now fully vested.
- (4) The option vested 25% on February 26, 2001, and vested 6.25% quarterly thereafter, and is now fully vested.
- (5) The option vested 25% on September 10, 2002, and vested 6.25% quarterly thereafter, and is now fully vested.
- (6) On September 10, 2001 (the GRANT DATE), the reporting person was granted a non-qualified stock option to purchase 32,000 shares of common stock having an exercise price of \$3.92 per share (the OPTION). The OPTION vested with respect to 26,000 shares of the 32,000 shares prior to January 1, 2005. In connection with Novell's voluntary review of its historical stock-based compensation practices, it was determined that the fair market value of Novell's common stock on the GRANT DATE was \$3.94. On August 3, 2007, the OPTION was amended with respect to 6,000 shares that had not vested as of January 1, 2005 by increasing the exercise price to \$3.94, the fair market value of Novell's common stock on the GRANT DATE, in order to avoid adverse tax consequences under Section 409A of the Internal Revenue Code. The OPTION vested 100% on September 10, 2005.
- (7) On January 7, 2004, the reporting person was granted a non-qualified stock option to purchase 11,001 shares of common stock having an exercise price of \$10.68 per share (the ORIGINAL OPTION). In order to avoid adverse consequences under Section 409A of the Internal Revenue Code, the reporting person and Novell agreed to cancel the ORIGINAL OPTION and grant a replacement option (the REPLACEMENT OPTION). The REPLACEMENT OPTION has all of the same terms as the ORIGINAL OPTION, except the grant date of the REPLACEMENT OPTION is August 3, 2007. The ORIGINAL OPTION vested 25% on January 7, 2005, and vested 2.0833% monthly thereafter, and the REPLACEMENT OPTION was fully vested as of January 7, 2008.
- (8) The option vested 25% on March 30, 2006, and has vested 2.0833% monthly thereafter with 30,937 shares vested as of December 30, 2007, and the remaining balance of the option vests 2.0833% monthly.