

# 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, Section 17(a) of the Public Utility  
Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer  
subject to Section 16. Form 4 or  
Form 5 obligations may continue.  
See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>Francese, Thomas</b>			2. Issuer Name and Ticker or Trading Symbol <b>Novell, Inc. NOVL</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give _____ Other (specify title below) _____ below) <b>EVP, Worldwide Sales</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction Required to be Reported (Month/Day/Year) <b>12/18/2007</b>			4. If Amendment, Date Original Filed (Month/Day/Year)		
<b>1800 S. Novell Place, SJF-1-100</b>								
(Street) <b>Provo, UT 84606</b>								
(City) (State) (Zip) <b>USA</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person					

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
<b>Common Stock (1)</b>	<b>12/18/2007</b>		<b>A</b>		<b>22,355.00</b>	<b>A</b>	<b>\$0.00</b>	<b>110,575.00</b>	<b>D</b>	

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).

Potential persons who are to respond to the collection of  
information contained in this form are not required to respond  
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(Over)  
SEC 1474 (06-03)

FORM 4 (continued)

**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	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (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 of Derivative Security: 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				
Stock Option (right to buy)	\$6.71	12/18/2007		A		62,096.00		(2)	12/18/2015	Common Stock	62,096.00	\$0.00	62,096.00	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.

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\_\_\_\_\_  
\*\* Signature of Reporting Person  
/s/ Betty DePaola authorized signer for  
Thomas Francese

12/20/2007

Date

Francese, Thomas

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 December 18, 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 December 18, 2008, December 18, 2009, December 18, 2010 and December 18, 2011.
- (2) Of these securities, 25% vest on December 18, 2008, and 2.0833% vest monthly thereafter so that the options are fully vested on December 18, 2011.