
 OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

FORM 4

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 of Type Responses)

1. Name and Address of Reporting Person*

CORNERSTOCK EQUITY INVESTORS LLC

(Last) (First) (Middle)

717 Fifth Avenue, Suite 1100

(Street)

New York NY 10022

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Novatel Wireless, Inc. (NVTL)

3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)

4. Statement for Month/Day/Year

December 31, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

7. Individual or Joint/Group Filing (Check Applicable line)

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. Trans- action Date (mm/dd/yy)	2A. Deemed Execution Date, if any (mm/dd/yy)	3. Transaction Code (Instr. 8) ----- Code V	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 & Instr.4)	6. Owner- ship Form: Direct (D) or Indirect (I) (Instr.4)	7. Nature of Indirect Beneficial Ownership (Instr.4)
				Amount	Price			
Common Stock, par value \$0.001 per share						417,683	I	(1)
Series A Preferred Convertible Stock, par value \$0.001 per share	12/31/02	12/31/02	3,000 D				I	(2)
Common Stock, par value \$0.001 per share	12/31/02	12/31/02	277,853 A			695,536	I	(2)

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 Deriv- ative Security	3. Trans- action Date (mm/dd/ yy)	3A. Deemed Execut- ion Date if (mm/dd/ yy)	4. Trans- action 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 Deriv- ative Security (Instr. 5)	9. Number of deriv- ative Secur- ities Bene- ficially Owned Follow- ing Trans- action(s) (Instr. 4)	10. Owner- ship Form of Deriv- ative Secur- ity: Direct (D) or In- direct (I) (Instr. 4)	11. Nature of In- direct Bene- ficial Owner- ship (Instr. 4)
Warrants (Right to Buy)						(3) 12/31/04	71,942	16.80		I	(2)
Warrants (Right to Buy)						(3) 06/30/05	11,594	48.60		I	(2)
Warrants (Right to Buy)						(3) 12/21/05	77,922	18.00	161,458	I	(2)

Explanation of Responses:

- (1) Effective as of October 29, 2002, Novatel Wireless, Inc. (the "Company") effected a combination of all the issued and outstanding shares of its common stock, \$0.001 par value per share, in a ratio of 1 share for every 15 shares surrendered (hereinafter, the "Reverse Split"). Further information about the Reverse Split may be found in the Company's filing on Form 8-K made with the SEC on October 22, 2002. All the share and option amounts contained in this filing on Form 4 accordingly reflect the effectiveness of the Reverse Split.
- (2) On December 31, 2002, Cornerstone Equity Investors, LLC converted 3,000 shares of the Company's Series A Convertible Preferred Stock into 277,853 shares of the Company's Common Stock, \$0.001 par value per share. The shares issued upon such conversion are subject to a currently effective registration statement filed with the SEC on Form S-3.
- (3) The warrants are currently exercisable.

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.