

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RATCLIFFE CATHERINE F</u> (Last) (First) (Middle) <u>9645 SCRANTON ROAD</u> <u>SUITE 205</u> (Street) <u>SAN DIEGO CA 92121</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/09/2005</u>	3. Issuer Name and Ticker or Trading Symbol <u>NOVATEL WIRELESS INC [NVTL]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <p style="text-align: center;"><u>VP Business Affairs</u></p>	5. If Amendment, Date of Original Filed (Month/Day/Year) 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

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)
<u>Common Stock</u>	<u>33</u>	<u>D</u>	

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				
<u>Incentive Stock Option (right to buy)</u>	<u>(1)</u>	<u>05/12/2014</u>	<u>Common Stock</u> <u>25,920</u>	<u>15.43</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)</u>	<u>(1)</u>	<u>05/12/2014</u>	<u>Common Stock</u> <u>124,080</u>	<u>15.43</u>	<u>D</u>	
<u>Non-Qualified Stock Option (right to buy)</u>	<u>(1)</u>	<u>07/26/2014</u>	<u>Common Stock</u> <u>50,000</u>	<u>18.78</u>	<u>D</u>	

Explanation of Responses:

1. This option shall vest over four (4) years, 25% of which shall vest on the one-year anniversary of the grant date, followed by 36 months of ratable monthly vesting.

By: Patrick T. Waters For: 02/17/2005
Catherine F. Ratcliffe

** Signature of Reporting Person Date

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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.