Edgar Filing: Hamel Lawrence G - Form 4

February 07, 2013 FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Vashington, D.C. 20549 Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Securin 16. Form 1 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Sec Instruction 30(h) of the Investment Company Act of 1935 or Section 16(b) (Print or Type Responses) 1. Name and Address of Reporting Person Symbol ACELRX PHARMACEUTICALS INC [ACRX] (Last) (First) (Middle) 3. Date of Earliest Transaction (Ont/Day/Year) PHARMACEUTICALS, INC., 351 GALVESTON DRIVE (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, Or Beneficially (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, Or Beneficially (City) (State) (Zip) Table 1 - Non-Derivative Securities Acquired, Disposed of, Or Beneficially Owned I, Title of 2. Transaction Date 2. A Deemed 3. 4. 4. Scurities 5. Amount of Code V Annoum (D) Price (A) Code V Annoum (D) Price Code V Connoum (D) Price Code V Annoum (D) Price Code V Annoum (D) Price Code V Connoum (D) Price Code V Annoum (D) Price	Form 4								
Check this box The longer subject to Statement of Changes in Beneficial Ownership for longer subject to Section 16. Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section and control and the securities Exchange Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Section 17(a) of the Public Utility Holding Company Act of 1940 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person 2 . Issuer Name and Ticker or Trading Symbol ACELRX PHARMACEUTICALS INC [ACRX] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/05/2013 C/O ACELRX PHARMACEUTICALS, INC, 351 GALVESTON DRIVE (State) 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 5. Amount of 6. Ownership 7. Nature of Form: Direct Indirect Incluster Inc	•	ЛЛ						PPROVAL	
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Form 5 obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940 (b). (Print or Type Responses) 30(h) of the Investment Company Act of 1940 (b). 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person 2 Hamel Lawrence G 2. Issuer Name and Ticker or Trading Symbol ACELRX PHARMACEUTICALS INC [ACRX] 5. Relationship of Reporting Person(s) to Issuer (Last) (First) (Midde) 3. Date of Earliest Transaction (Month/Day/Year)	if no lo subject Section	nger to STATEN 16.		Estimated burden hou	2005 average urs per				
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Hamel Lawrence G Hamel Lawrence G Symbol ACELRX PHARMACEUTICALS INC [ACRX] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O ACELRX PHARMACEUTICALS, INC., 351 GALVESTON DRIVE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (City) (State) (Zip) 5. Amount of 6. Ownership 7. Nature of 5. Amount of 6. Ownership 7. Nature of 5. Amount of 6. Ownership 7. Nature of 6. Disposed of (D) 7. Nature of 7. Code 7. Disposed of (D) 7. Nature of 7	(Print or Type	e Responses)							
INC [ACRX] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner C/O ACELRX 02/05/2013 Director Image: Director 10% Owner PHARMACEUTICALS, INC., 351 02/05/2013 Chief Development Officer GALVESTON DRIVE 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) -X. Form filed by One Reporting Person -Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities 5. Amount of Security 6. Ownership (Month/Day/Year) 7. Nature of TransactionAcquired (A) or or Code 5. Amount of Disposed of (D) 6. Ownership Securities 7. Nature of Form: Direct (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)			Symbol						
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Filed(Month/Day/Year) Applicable Line, _X_Form filed by More Reporting Person	C/O ACEI PHARMA	LRX CEUTICALS, IN	(Month/ 02/05/	'Day/Year)		X Officer (giv below)	e title Oth below)	ner (specify	
REDWOOD CITY, CA 94063 — Form filed by More than One Reporting Person (City) (State) (Zip) Table 1 - 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. 4. Securities TransactionAcquired (A) or Code (D) (Instr. 8) 5. Amount of Securities Beneficially (D) or Indirect Beneficial (D) or Indirect Beneficial (D) or Indirect (D	· · · · · · · · · · · · · · · · · · ·			-	Applicable Line)				
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	Reminder: Re	eport on a separate line	e for each class of sec			or indirectly.			

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 control number.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transac Code (Instr. 8	tion 5) 2 1 (5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code '	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Stock Option (Right to Buy) (1)	\$ 5.31	02/05/2013		А		124,343		02/05/2014(2)(3)	02/04/2023	Common Stock	12

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Hamel Lawrence G C/O ACELRX PHARMACEUTICALS, 351 GALVESTON DRIVE REDWOOD CITY, CA 94063	INC.		Chief Development Officer					
Signatures								
/s/ James Welch, Attorney-in-fact	02/07/2013							

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Issued pursuant to the 2011 Equity Incentive Plan.

The shares subject to the option vest as follows: 25% of the shares subject to the option vest on the 12 month anniversary of the Vesting(2) Commencement Date (February 5, 2013) and the remaining shares subject to the stock option vest on an equal monthly basis over the following 36 months.

(3) The shares have double-trigger acceleration on a change of control.

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.