

Edgar Filing: DUSA PHARMACEUTICALS INC - Form 4/A

DUSA PHARMACEUTICALS INC

Form 4/A

February 14, 2002

FORM 4

OMB APPROVAL

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

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*

Cooper Hill Partners, L.P.

(Last) (First) (Middle)

230 Park Avenue

(Street)

New York, NY 10169

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DUSA Pharmaceuticals Inc. DUSA

3. IRS or Social Security Number of Reporting Person (Voluntary)

4. Statement for Month/Year

12/01 and through date hereof

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

6/27/01

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

- [] Director
[X] 10% Owner

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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 (Month/ Day/ Year) | 3. Trans- action Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | |
|--|---|---|---|---------------|-----------|
| | | Code V | Amount | (A) or (D) | Price |
| Common Stock, par value \$.01 per share | 4/4/01 | P | 74,000 | (P) | \$11.3125 |
| Common Stock, par value \$.01 per share | 5/16/01 | P | 9,600 | (P) | \$13.52 |
| Common Stock, par value \$.01 per share | 5/29/01 | P | 18,900 | (P) | \$12.10 |
| Common Stock, par value \$.01 per share | 6/4/01 | P | 4,600 | (P) | \$11.70 |
| Common Stock, par value \$.01 per share | 8/2/01 | P | 2,200 | (P) | \$13.70 |
| Common Stock, par value \$.01 per share | 8/3/01 | P | 6,700 | (P) | \$13.27 |
| Common Stock, par value \$.01 per share | 10/2/01 | P | 9,300 | (S) | \$10.70 |
| Common Stock, par value \$.01 per share | 1/3/02 | P | 22,000 | (S) | \$7.90 |
| Common Stock, par value \$.01 per share | 2/4/02 | P | 2,400 | (S) | \$4.45 |

 5. Amount of Securities Beneficially Owned at End 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) 7. Nature of Indirect Beneficial Ownership

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of Month
(Instr. 3
and 4)

(Instr. 4)

| | | |
|---------|-----|------------------------------|
| 374,700 | (I) | See Explanation of Responses |
|---------|-----|------------------------------|

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).
(Over)

SEC 1474 (7-96)
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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) | 4. Transaction Code (Instr. 8) Code V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|---------------------------------------|---|
| | | | | (A) (D) |

| 6. Date Exercisable and Ex- | 7. Title and Amount of Underlying | 8. Price of Derivative | 9. Number of Derivative |
|-----------------------------|-----------------------------------|------------------------|-------------------------|
|-----------------------------|-----------------------------------|------------------------|-------------------------|

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| Expiration Date (Month/Day/ Year) | Securities (Instr. 3 and 4) | Security (Instr. 5) | Securities Beneficially Owned at End of Month (Instr. 4) |
|---|--------------------------------|----------------------------------|--|
| Date | Title | Amount or Number of Shares | |
| Exercisable | Expiration Date | | |

| 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|
| | |

Explanation of Responses

Pursuant to an investment advisory contract, Cooper Hill Partners, L.P. currently has the power to vote and dispose of the securities held for the account of CLSP Overseas, Ltd. and, accordingly, may be deemed the "beneficial owner" of such securities. Mr. Casdin is the managing member of Casdin Capital, LLC, the general partner of Cooper Hill Partners, L.P.

**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.

| | |
|---|---------|
| /s/ Jeffrey Casdin | 2/14/02 |
| ----- | ----- |
| By: Jeffrey Casdin For Casdin Capital, LLC, General Partner of Cooper Hill Partners, L.P., Investment Manager of CSLP Overseas, Ltd., and Individually | Date |

**Signature of Reporting Person