

ALKERMES INC
Form 4
April 02, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
POPS RICHARD F

(Last) (First) (Middle)
88 SIDNEY STREET
(Street)
CAMBRIDGE, MA 02139
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ALKERMES INC [ALKS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. 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. 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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

Reminder: Report on a separate line for each class of securities beneficially owned directly 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.

SEC 1474 (9-02)

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 | 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) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title a Underlyi (Instr. 3) |
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--------------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|--|--|--------------------------------|

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| | Derivative Security | (Instr. 3, 4, and 5) | | | Date Exercisable | Expiration Date | Title | |
|--|---|----------------------|------------|------------------|------------------|-----------------|------------|------------|
| | | Code | V | (A) | | | | (D) |
| | Non-Qualified Stock Option (right to buy) | \$ 12.16 | 03/31/2008 | D ⁽¹⁾ | 184,125 | 12/10/2004 | 12/10/2013 | Comm Stock |
| | Non-Qualified Stock Option (right to buy) | \$ 12.16 | 03/31/2008 | A ⁽²⁾ | 184,125 | ⁽³⁾ | 12/10/2013 | Comm Stock |
| | Non-Qualified Stock Option (right to buy) | \$ 12.3 | 03/31/2008 | D ⁽¹⁾ | 141,870 | 07/12/2005 | 07/12/2014 | Comm Stock |
| | Non-Qualified Stock Option (right to buy) | \$ 12.3 | 03/31/2008 | A ⁽²⁾ | 141,870 | ⁽⁴⁾ | 07/12/2014 | Comm Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| POPS RICHARD F 88 SIDNEY STREET CAMBRIDGE, MA 02139 | | X | | |

Signatures

Jennifer Baptiste, Attorney-in-Fact for Richard F. Pops 04/02/2008

**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) Cancellation of non-qualified stock option by mutual agreement of Alkermes and the reporting person. As consideration for the cancellation, the reporting person was granted a new stock option under the Company's Amended and Restated 1999 Stock Option Plan with the same terms, including exercise price, vesting and number of shares, as the cancelled stock option.
 - (2) Re-grant of non-qualified stock option under the Amended and Restated 1999 Stock Option Plan as consideration for the cancellation of the non-qualified stock option. Re-granted non-qualified option has the same terms as the cancelled option, including exercise price, vesting and number of shares.
 - (3) Stock option vests in its entirety upon date of grant.
 - (4) Original Stock Option grant to which this relates included non-qualified stock options (set forth herein) and incentive stock options. Seventy-five percent (75%) of the Stock Option vests upon date of grant. The remainder of the Stock Option vests on 7/12/2008.

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.