

Edgar Filing: GRAHAM WILLIAM A IV - Form SC 13G/A

GRAHAM WILLIAM A IV
Form SC 13G/A
February 14, 2006

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 1)¹

ANIMAS CORPORATION
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE
(Title of Class of Securities)

03525Y 10 5
(CUSIP Number)

DECEMBER 31, 2005
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 03525Y 10 5

SCHEDULE 13G

- 1 NAME OF REPORTING PERSON
IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

William A. Graham, IV
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America
- | | | |
|--|---|---|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 5 | SOLE VOTING POWER

-0- |
| | 6 | SHARED VOTING POWER

1,791,978 (See Item 4) |
| | 7 | SOLE DISPOSITIVE POWER

1,791,978 |
| | 8 | SHARED DISPOSITIVE POWER

-0- |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,791,978 (See Item 4)
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

Not applicable
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

8.6% (See Item 4)
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

ITEM 1(A) NAME OF ISSUER:

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Animas Corporation.

- ITEM 1(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:
- 200 Lawrence Drive
West Chester, PA 19380
- ITEM 2 (A) NAME OF PERSON FILING:
- William A. Graham, IV
- ITEM 2(B) ADDRESS OF PRINCIPAL BUSINESS OFFICES:
- William A. Graham, IV
The Graham Company
One Penn Square West
Philadelphia, PA 19102
- ITEM 2(C) CITIZENSHIP:
- William A. Graham, IV:
United States of America
- ITEM 2(D) TITLE OF CLASS OF SECURITIES:
- Common Stock
- ITEM 2(E) CUSIP NUMBER:
- 03525Y 10 5
- ITEM 3 IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR 13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:
- (a) Broker or dealer registered under Section 15 of the Exchange Act
 - (b) Bank as defined in Section 3(a)(6) of the Exchange Act
 - (c) Insurance company as defined in Section 3(a)(19) of the Exchange Act
 - (d) Investment company registered under Section 8 of the Investment Company Act
 - (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E)
 - (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F)
- Page 3 of 6
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G)
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act
 - (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act

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(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

Not applicable

ITEM 4 OWNERSHIP.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 1,791,978 (1)

(b) Percent of class: 8.6%(2)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: -0-

(ii) Shared power to vote or to direct the vote: 1,791,978(3)

(iii) Sole power to dispose or to direct the disposition of:
1,791,978(3)

(iv) Shared power to dispose or to direct the disposition of:
-0-

(1) Includes (i) 298,222 shares of Common Stock held by various trusts in which Mr. Graham is the trustee, and (ii) options to purchase 56,169 shares of Common Stock held by Mr. Graham that may be exercised within 60 days of January 23, 2006. Mr. Graham disclaims beneficial ownership of the shares held in various trusts in which he is the trustee.

(2) Calculated on the basis of 20,805,637 shares of Common Stock outstanding on January 23, 2006.

(3) On December 16, 2005, Mr. Graham, along with certain other stockholders of the Issuer, entered into a Stockholders Agreement (the "Agreement") with Johnson & Johnson pursuant to which Mr. Graham agreed to vote his shares to approve and adopt the Merger Agreement dated December 16, 2005, by and among the Issuer, Johnson and Johnson and Emerald Merger Sub, Inc., a wholly owned subsidiary of Johnson & Johnson, and to take other actions in furtherance of the consummation of the merger. By executing the Agreement, Mr. Graham

Page 4 of 6

granted to Johnson & Johnson and certain officers and authorized representatives of Johnson & Johnson, an irrevocable proxy to vote his shares in favor of approving and adopting the Merger Agreement. Mr. Graham may vote his shares in his sole discretion with respect to any matter other than the merger.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

Not applicable

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable

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ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY.

Not applicable

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable

ITEM 9 NOTICE OF DISSOLUTION OF GROUP.

Not applicable

ITEM 10 CERTIFICATION.

Not applicable

Page 5 of 6

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 13, 2006

By: /s/ Richard A. Baron

Name: Richard A. Baron,
Attorney in fact for William A. Graham, IV