Edgar Filing: Hamel Lawrence G - Form 4

| February 09, 2012 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 Section 16. Form 3 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 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 17(a) of the Public Utility Holding Company Act of 1940 17(b) (Last) (Frint or Type Responses) 1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading Symbol ACELRX PHARMACEUTICALS INC [ACRX] (Last) (Finst) (Middle) 3. Date of Earliest Transaction (Check all applicable) (Check all applicable) (Last) (Check ZII applicable) (Check ZII a | Hamel Law Form 4 | | | | | | | | | |
|--|---|---------------------------------|---|---|--------------|---|--|-------------------------------------|--|--|
| Check this box if no 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 1935, obligations may continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section so the Investment 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 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. ¹ 2. Issuer Name and Ticker or Trading Symbol ACELRX PHARMACEUTICALS INC [ACRX] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O ACELRX PHARMACEUTICALS, INC, 575 CHESAPEAKE DRIVE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (Gity) (State) (Zip) Table 1- Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date, if (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Code V Amount (D) Price (Instr. 3 and 4) (Most. 2 Amount (D) Price | | | | | | | OMB A | PPROVAL | | |
| if no longer subject to Section 16. Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section avy continue. Section 17(a) of the Public Utility Holding Company Act of 1935 or Section see Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person ¹ . Hamel Lawrence G (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O ACELRX DIACEUTICALS (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O ACELRX DIACEUTICALS, INC., 575 CHESAPEAKE DRIVE (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) REDWOOD CITY, CA 94063 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. (City) (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Security (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 3) (Month/Day/Year) Security (Month/Day/Year) (Instr. 3, 4 and 5) Code V Amount (D) Price | FUNI | VI 4 UNITED | | | | OMMISSION | ONIB | 3235-0287 | | |
| Form 5 obligations may continue. 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 30(h) of the Investment Company Act of 1940 (tb). (Print or Type Responses) 30(h) of the Investment Company Act of 1940 (tb). 1. Name and Address of Reporting Person ⁺ 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) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 5. Relationship of Reporting Person(s) to Issuer C/O ACELRX 02/07/2012 Director 10% Owner VEXPENDENCE 02/07/2012 Director 10% Owner (Check all applicable) 02/07/2012 Chief Development Officer 0/0 hor (specify below) C/O ACELRX 02/07/2012 Officer (give itile below) 10% Owner (Street) 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 -X Form filed by One Reporting Person -X Form filed by One Reporting Person (City) (State) (Zip) TansactionAcquired (A) or TansactionAcquired (A) or Code V Amount (D) 5. Amount of Following (Instr. 4) 6. Ownership Following (Instr. 4) 6. | if no los subject Section | nger to STATEN 16. | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | |
| 1. Name and Address of Reporting Person _ 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) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Check all applicable) C/O ACELRX 02/07/2012 Director | obligati may co <i>See</i> Inst | ons ntinue. Section 17(| 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 | | | | | | | |
| 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., 575 CHESAPEAKE DRIVE (Street) (St | (Print or Type | Responses) | | | | | | | | |
| (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner C/O ACELRX PHARMACEUTICALS, INC., 575 CHESAPEAKE DRIVE 02/07/2012 Director 10% Owner (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Filing(Check Applicable Line) REDWOOD CITY, CA 94063 Table I - Non-Derivative Securities 6. Mount of by More than One Reporting Person Form filed by More than One Reporting Person I.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Securities 6. Ownership Form: Direct Indirect 6. Ownership Form: Direct Indirect I.Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. 4. Securities TransactionAcquired (A) or Code 5. Amount of Securities (Instr. 3, 4 and 5) 6. Ownership Form: Direct Indirect 7. Nature of Indirect (A) Transaction(s) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) | Hamel Lawrence G Symbo | | | l |] | Issuer | | | | |
| C/O ACELRX 02/07/2012 | | | INC [| ACRX] | | (Cne | еск ан аррисаы | e) | | |
| Filed(Month/Day/Year) Applicable Line, _X_Form filed by More Reporting Person | C/O ACEI PHARMA | LRX CEUTICALS, IN | (Month 02/07/ | /Day/Year) | | Officer (giv below) | ve title Oth below) | er (specify | | |
| REDWOOD CITY, CA 94063 — Form filed by More than One Reporting Person (City) (State) (Zip) Table 1 - Non-Derivative Securities 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 Code Disposed of (D) (Instr. 4) 5. Amount of Securities Beneficially (D) or Indirect Beneficial (D) or Indirect Beneficial (D) owned (D) owned (D) owned (D) owned (D) owned (D) owned (D) or Code V Amount (D) Price 6. Ownership (Instr. 4) 7. Nature of Securities (D) or Indirect (D) or Indirect (D) or Indirect (D) or Indirect (D) ownership (Instr. 4) | · · · · · · · · · · · · · · · · · · · | | | - | 1 | Applicable Line) | | | | |
| 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 5. Amount of Securities 6. Ownership Form: Direct 7. Nature of Indirect 0. Month/Day/Year) Baneficial (Month/Day/Year) 3. 4. Securities 5. Amount of Securities 6. Ownership Form: Direct 7. Nature of Indirect 0. Month/Day/Year) Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned (I) Ownership Following (A) or Code Or Network (A) Reported Transaction(s) (Instr. 4) (Instr. 4) (A) Or Code V Amount (D) Price (Instr. 3 and 4) | REDWOO | D CITY, CA 940 | 63 | | - | Form filed by | | | | |
| Security (Month/Day/Year) Execution Date, if any Code Disposed of (D) (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 4) (Code V Amount (D) Price (Code V Amount (D) Price (Code V Amount (Code V Amoun | (City) | (State) | (Zip) Ta | ble I - Non-Derivative Sec | urities Acqu | ired, Disposed | of, or Beneficia | lly Owned | | |
| | Security (Month/Day/Year) Execution D (Instr. 3) any | | Execution Date, if any | e, if TransactionAcquired (A) or Code Disposed of (D) Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or | | curities neficially vned llowing ported ansaction(s) | Form: Direct (D) or Indirect (I) | Indirect Beneficial Ownership | | |
| | Reminder: Re | eport on a separate line | e for each class of se | | , | directly. | | | | |

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. Transacti Code (Instr. 8) | 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 Amoun Underlying Securit (Instr. 3 and 4) | |
|---|---|---|---|---------------------------------------|--|--|--------------------|--|---------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amo or Num of Sh |
| Stock Option (Right to Buy) (1) | \$ 3.39 | 02/07/2012 | | Α | 51,319 | 02/07/2013(2)(3) | 02/06/2022 | Common Stock | 51,3 |

Reporting Owners

**Signature of Reporting Person

5

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|---------------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| Hamel Lawrence G C/O ACELRX PHARMACEUTICALS, INC. 575 CHESAPEAKE DRIVE REDWOOD CITY, CA 94063 | | | Chief Development Officer | | | |
| Signatures | | | | | | |
| /s/ James Welch | | | | | | |

/s/ James Welch, 02/09/2012 Attorney-in-fact

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 Commencement Date (February 7, 2012) and the remaining shares subject to the stock option vest on an equal monthly basis over the (2) 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.