

KELLERMAN DONALD J
Form 4
March 04, 2013

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 *
KELLERMAN DONALD J

(Last) (First) (Middle)
2400 BAYSHORE PARKWAY,
SUITE 200

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MAP Pharmaceuticals, Inc. [MAPP]

3. Date of Earliest Transaction
(Month/Day/Year)
03/01/2013

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)
SVP,Clinical Dev & Med Affairs

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 (Instr. 4)
				(A) or (D) Price			
Common Stock	03/01/2013		U ⁽¹⁾	3,795 D \$ 25 0		D	

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy)	\$ 9.2	03/01/2013		D ⁽²⁾	61,450	⁽²⁾ 07/22/2018	Common Stock	61,450
Stock Option (Right to Buy)	\$ 10.37	03/01/2013		D ⁽³⁾	29,500	⁽³⁾ 02/10/2019	Common Stock	29,500
Stock Option (Right to Buy)	\$ 16.19	03/01/2013		D ⁽⁴⁾	55,000	⁽⁴⁾ 02/01/2020	Common Stock	55,000
Stock Option (Right to Buy)	\$ 16.15	03/01/2013		D ⁽⁵⁾	27,500	⁽⁵⁾ 01/25/2021	Common Stock	27,500
Stock Option (Right to Buy)	\$ 14.09	03/01/2013		D ⁽⁶⁾	32,500	⁽⁶⁾ 01/24/2022	Common Stock	32,500
Restricted Stock Unit (RSU)	<u> </u>	03/01/2013		D ⁽⁸⁾	4,500	⁽⁸⁾ 01/26/2015	Common Stock	4,500
Restricted Stock Unit (RSU)	<u> </u>	03/01/2013		D ⁽⁹⁾	8,250	⁽⁹⁾ 01/25/2016	Common Stock	8,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLERMAN DONALD J 2400 BAYSHORE PARKWAY, SUITE 200 MOUNTAIN VIEW, CA 94043			SVP,Clinical Dev & Med Affairs	

Signatures

/s/ Donald J. Kellerman,
Pharm.D.

03/04/2013

__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).

These shares were tendered to Groundhog Acquisition, Inc. (the "Purchaser") pursuant to the Purchaser's offer to purchase all of the outstanding shares common stock (the "Common Stock") of MAP Pharmaceuticals, Inc. (the "Issuer") at a cash purchase price of \$25.00 per share, without interest thereon, and less any applicable withholding taxes, subject to the terms described in the Offer to Purchase for

- (1) Cash filed with the Securities and Exchange Commission on January 31, 2013 (the "Tender Offer") and the Agreement and Plan of Merger, dated as of January 22, 2013, by and among Allergan, Inc. ("Parent"), the Purchaser and the Issuer (the "Merger Agreement"). Such shares were purchased by the Purchaser pursuant to the Tender Offer on March 1, 2013, which is also the date of the closing of a merger by and among Parent, the Purchaser and the Issuer (the "Effective Time").

These options to purchase shares of the Common Stock, which became fully vested at the Effective Time, were canceled at the Effective Time in exchange for a cash payment of \$970,910.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.

- (2) Time in exchange for a cash payment of \$970,910.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.
- (3) Time in exchange for a cash payment of \$431,585.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.

These options to purchase shares of the Common Stock, which became fully vested at the Effective Time, were canceled at the Effective Time in exchange for a cash payment of \$484,550.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.

- (4) Time in exchange for a cash payment of \$484,550.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.
- (5) Time in exchange for a cash payment of \$243,375.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.

These options to purchase shares of the Common Stock, which became fully vested at the Effective Time, were canceled at the Effective Time in exchange for a cash payment of \$354,575.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.

- (6) Time in exchange for a cash payment of \$354,575.00, representing the number of shares of the Common Stock underlying such options multiplied by \$25.00, less the aggregate price of the options as exercised.
- (7) Each RSU represents a contingent right to receive one share of the Common Stock.
- (8) These RSUs, which became fully vested at the Effective Time, were canceled at the Effective Time in exchange for a cash payment of \$112,500.00, representing the number of shares of the Common Stock underlying such RSUs multiplied by \$25.00.
- (9) These RSUs, which became fully vested at the Effective Time, were canceled at the Effective Time in exchange for a cash payment of \$206,250.00, representing the number of shares of the Common Stock underlying such RSUs multiplied by \$25.00.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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