

ANIMAS CORP
Form 4
February 21, 2006

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 *
Joseph David Samuel

(Last) (First) (Middle)

C/O OTHERA
PHARMACEUTICALS, INC., 730
SPRINGDALE DRIVE

(Street)

EXTON, PA 19341

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANIMAS CORP [PUMP]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2006

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 (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.

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|----|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|----|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--|---|-------------------------|--------------------|--|------------------|------------------|---------------------|--------------------|-----------------|-------------------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Director Stock Option (Right to Buy) | \$ 2.25 | 02/17/2006 | D | | 20,000 | | <u>(1)</u> | 01/01/2007 | Common Stock | 20,000 |
| Director Stock Option (Right to Buy) | \$ 4.69 | 02/17/2006 | D | | 13,334 | | <u>(1)</u> | 01/01/2010 | Common Stock | 13,334 |
| Director Stock Option (Right to Buy) | \$ 9.38 | 02/17/2006 | D | | 13,334 | | <u>(1)</u> | 01/01/2012 | Common Stock | 13,334 |
| Director Stock Option (Right to Buy) | \$ 15 | 02/17/2006 | D | | 10,668 | | <u>(2)</u> | 12/31/2013 | Common Stock | 10,668 |
| Director Stock Option (Right to Buy) | \$ 15 | 02/17/2006 | D | | 6,542 | | <u>(3)</u> | 05/25/2014 | Common Stock | 6,542 |
| Director Stock Option (Right to Buy) | \$ 17.71 | 02/17/2006 | D | | 11,875 | | <u>(4)</u> | 05/17/2015 | Common Stock | 11,875 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Joseph David Samuel C/O OTHERA PHARMACEUTICALS, INC. | X | | | |

730 SPRINGDALE DRIVE
EXTON, PA 19341

Signatures

/s/ Richard A. Baron, Attorney In Fact for David Samuel
Joseph

02/17/2006

**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) This option, which was fully vested, was canceled pursuant to the terms of the Agreement and Plan of Merger, dated as of December 16, 2005, among Animas Corporation, Johnson & Johnson and Emerald Merger Sub, Inc., a wholly owned subsidiary of Johnson & Johnson (the "Merger Agreement"), in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

(2) This option, which provided for vesting in eight equal quarterly installments commencing on March 31, 2004, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

(3) This option, which provided for vesting in four equal quarterly installments commencing on June 30, 2004, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

(4) This option, which provided for vesting in four equal quarterly installments commencing on August 17, 2005, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

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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