

Valera Pharmaceuticals Inc
Form 4
April 18, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GALE JAMES C

(Last) (First) (Middle)

C/O SANDERS MORRIS HARRIS,
INC., 3100 JP MORGAN CHASE
TOWER, 600 TRAVIS

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Valera Pharmaceuticals Inc [VLRX]

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

04/17/2007

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/17/2007		D	1,456,075	D 1 0	I	SMH Hydro Med LLC directly owns the subject shares. (2)
Common Stock	04/17/2007		D	947,547	D 1 0	I	SMH Hydro Med II, LLC directly owns the subject shares. (2)
	04/17/2007		D	718,937	D 1 0	I	

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Common Stock								SMH Valera, LLC directly owns the subject shares. (2)
Common Stock	04/17/2007	D	301,647	D	<u>1</u>	0	I	Corporate Opportunities Fund L. P. directly owns the subject shares. (2)
Common Stock	04/17/2007	D	1,625,815	D	<u>1</u>	0	I	Corporate Opportunities Fund (Institutional) L.P. directly owns the subject shares. (2)
Common Stock	04/17/2007	D	319,084	D	<u>1</u>	0	I	Life Sciences Opportunity Fund directly owns the subject shares. (2)
Common Stock	04/17/2007	D	71,775	D	<u>1</u>	0	I	Life Sciences Opportunity (Institutional) Fund directly owns the subject shares. (2)

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 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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. F Der Sec (In
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(Instr. 3, 4,
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 3	04/17/2007				D	5,000	<u>(3)</u>	12/01/2013	Common Stock	5,000
Stock Option	\$ 3	04/17/2007				D	833	<u>(5)</u>	10/04/2014	Common Stock	833
Stock Option	\$ 8.85	04/17/2007				D	7,500	<u>(7)</u>	05/23/2016	Common Stock	7,500
Stock Option	\$ 3	04/17/2007				D	6,324	<u>(3)</u>	12/01/2013	Common Stock	6,324
Stock Option	\$ 3	04/17/2007				D	1,176	<u>(3)</u>	12/01/2013	Common Stock	1,176

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GALE JAMES C C/O SANDERS MORRIS HARRIS, INC. 3100 JP MORGAN CHASE TOWER, 600 TRAVIS HOUSTON, TX 77002	X	X		

Signatures

/s/ David S. Tierney, M.D., Attorney in Fact for James C.
Gale

04/18/2007

__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) Disposed of pursuant to the Merger Agreement dated December 11, 2006 by and among the Issuer, Indevus Pharmaceuticals, Inc. ("Indevus") and Indevus' wholly-owned subsidiary Hayden Merger Sub, Inc. ("Hayden") pursuant to which the Issuer was the surviving entity in a merger with Hayden and became a wholly-owned subsidiary of Indevus. In the merger, the fund named as the direct owner of the subject shares received the aggregate number of shares of Indevus common stock (as referenced in the Remarks)

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having a market value of \$7.05 per share, the closing price of Indevus' common stock on the Nasdaq Global Market on April 17, 2007, the closing date of the merger, plus for each share of the Issuer' common stock disposed, three contingent stock rights ("CSRs") convertible into \$1.00 of Indevus common stock, \$1.00 of Indevus common stock, \$1.50 of Indevus common stock, respectively, if applicable milestones are achieved with respect to three of the Issuer's product candidates.

- (2) SMH Hydro Med, LLC, SMH Hydro Med II, LLC SMH Valera, LLC, Corporate Opportunities Fund, L.P., Corporate Opportunities Fund (Institutional), L.P., Life Sciences Opportunities Fund, L.P. and Life Sciences Opportunities Fund (Institutional), L.P. are affiliated funds of Sanders Morris Harris, Inc. Mr. Gale has sole voting and dispositive power over the shares held by Sanders Morris Harris, Inc., and therefore, may be deemed to own such shares beneficially. Mr. Gale disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest in the above named funds.
- (3) This option vested ratably on an annual basis over a four year period beginning on 12/01/03.
- (4) This option was exchanged for 3,474 shares of Indevus common stock, plus Indevus' unfunded and unsecured promise to issue, in the future, the number of shares of Indevus common stock that would have been issuable had option holders received CSRs.
- (5) This option vested ratably on an annual basis over a four year period beginning on 10/04/04.
- (6) This option was exchanged for 578 shares of Indevus common stock, plus Indevus' unfunded and unsecured promise to issue, in the future, the number of shares of Indevus common stock that would have been issuable had option holders received CSRs.
- (7) This option would have vested completely on 05/23/07.
- (8) This option, the exercise price of which was \$8.85, was exchanged for Indevus' unfunded and unsecured promise to issue, in the future, a number of shares of Indevus common stock determined by a formula intended to provide value equivalent to the CSRs, net of the option exercise price exceeding \$7.75.
- (9) This option was exchanged for 4,394 shares of Indevus common stock, plus Indevus' unfunded and unsecured promise to issue, in the future, the number of shares of Indevus common stock that would have been issuable had option holders received CSRs.
- (10) This option was exchanged for 817 shares of Indevus common stock, plus Indevus' unfunded and unsecured promise to issue, in the future, the number of shares of Indevus common stock that would have been issuable had option holders received CSRs.

Remarks:

Shares of Indevus common stock received by the affiliated funds of Sanders Morris Harris, Inc.:

SMH Hydro Med LLC - 1,650,752

SMH Hydro Med II, LLC - 1,074,234

SMH Valera, LLC - 815,058

Corporate Opportunities Fund L.P. - 341,977

Corporate Opportunities Fund (Institutional) L.P. - 1,843,186

Life Sciences Opportunity Fund - 361,745

Life Sciences Opportunity (Institutional) Fund - 81,371

No fraction of a share of Indevus common stock was issued to the Reporting Person by virtue of the merger, but in lieu thereof

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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