

KELLEY BERNARD J  
Form 4  
March 04, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
**KELLEY BERNARD J**

(Last) (First) (Middle)

**C/O MAP PHARMACEUTICALS, INC., 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)

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 |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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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 |
| Stock Option (Right to Buy) | \$ 6.39                                  | 03/01/2013           | D <sup>(1)</sup> |   | 16,949           |                  | <u>(1)</u>       | 05/01/2017      | Common Stock | 16,949                     |
| Stock Option (Right to Buy) | \$ 12.19                                 | 03/01/2013           | D <sup>(2)</sup> |   | 7,500            |                  | <u>(2)</u>       | 05/21/2018      | Common Stock | 7,500                      |
| Stock Option (Right to Buy) | \$ 3.18                                  | 03/01/2013           | D <sup>(3)</sup> |   | 7,500            |                  | <u>(3)</u>       | 05/20/2019      | Common Stock | 7,500                      |
| Stock Option (Right to Buy) | \$ 14.77                                 | 03/01/2013           | D <sup>(4)</sup> |   | 7,500            |                  | <u>(4)</u>       | 05/19/2020      | Common Stock | 7,500                      |
| Stock Option (Right to Buy) | \$ 16.47                                 | 03/01/2013           | D <sup>(5)</sup> |   | 7,500            |                  | <u>(5)</u>       | 05/18/2021      | Common Stock | 7,500                      |
| Stock Option (Right to Buy) | \$ 11.69                                 | 03/01/2013           | D <sup>(6)</sup> |   | 10,000           |                  | <u>(6)</u>       | 05/16/2022      | Common Stock | 10,000                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| KELLEY BERNARD J<br>C/O MAP PHARMACEUTICALS, INC.<br>2400 BAYSHORE PARKWAY, SUITE 200<br>MOUNTAIN VIEW, CA 94043 | X             |           |         |       |

## Signatures

/s/ Bernard J.  
Kelley

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).

Pursuant to the terms described in the Offer to Purchase for Cash filed with the Securities and Exchange Commission on January 31, 2013 and the Agreement and Plan of Merger, dated as of January 22, 2013, by and among Allergan, Inc., Groundhog Acquisition, Inc. and MAP Pharmaceuticals, Inc. (the "Issuer"), these options to purchase shares of common stock of the Issuer (the "Common Stock"), which became fully vested on March 1, 2013 (the "Effective Time"), were canceled at the Effective Time in exchange for a cash payment of \$315,425.97, 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.

(1) 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 \$96,075.00, 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) 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 \$163,650.00, 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) 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 \$76,725.00, 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) 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 \$63,975.00, 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) 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 \$133,100.00, 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.

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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