

ACADIA PHARMACEUTICALS INC
Form 4
February 19, 2015

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 *
Rasmussen Torsten

2. Issuer Name and Ticker or Trading Symbol
ACADIA PHARMACEUTICALS INC [ACAD]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
11085 TORREYANA ROAD #100
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2015

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

SAN DIEGO, CA 92121

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
___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/17/2015		M		2,780	A	\$ 8.49	11,280	I	See footnote (1)
Common Stock	02/17/2015		M		7,067	A	\$ 8.49	18,347	I	See footnote (1)
Common Stock	02/17/2015		M		10,000	A	\$ 1.36	28,347	I	See footnote (1)
Common Stock	02/17/2015		S ⁽²⁾		19,847	D	\$ 35.0453	8,500	I	See footnote

(3)

(1)

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)

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)	8. Amount or Number of Shares
Stock option (right to buy)	\$ 8.49	02/17/2015		M	2,780	⁽⁴⁾ 06/12/2018	Common Stock	2,780
Stock option (right to buy)	\$ 8.49	02/17/2015		M	7,067	⁽⁴⁾ 06/12/2018	Common Stock	7,067
Stock option (right to buy)	\$ 1.36	02/17/2015		M	10,000	⁽⁵⁾ 06/07/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Rasmussen Torsten
11085 TORREYANA ROAD #100
SAN DIEGO, CA 92121

Signatures

/s/ Glenn F. Baity,
Attorney-in-Fact

02/19/2015

**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) Shares and options are held by Morgan Management Aps, a Danish corporation in which Mr. Rasmussen has a controlling interest.

(2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in 2014.

The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$35.00 to \$35.10 per share, inclusive. The reporting person undertakes to provide ACADIA Pharmaceuticals Inc., any security holder of ACADIA Pharmaceuticals Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the foregoing range.

(4) 25% of the shares subject to the stock option vested and became exercisable at the end of each 3-month period following the date of grant of June 13, 2008.

(5) 25% of the shares subject to the stock option vested and became exercisable at the end of each 3-month period following the date of grant of June 8, 2012.

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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