

CORNERSTONE THERAPEUTICS INC

Form 4

February 04, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Heffernan Michael Thomas

(Last) (First) (Middle)

C/O CORNERSTONE
THERAPEUTICS INC., 1255
CRESCENT GREEN DRIVE,
SUITE 250

(Street)

CARY, NC 27518

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
SymbolCORNERSTONE THERAPEUTICS
INC [CRTX]3. Date of Earliest Transaction
(Month/Day/Year)
02/03/20144. 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)
				(A) or (D)			
			Code	V	Amount		Price

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**SEC 1474
(9-02)**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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock (Right to Buy)	\$ 3.9	02/03/2014		D	3,571	<u>(1)</u>	10/31/2018	Common Stock	3,571
Option to Purchase Common Stock (Right to Buy)	\$ 2.93	02/03/2014		D	15,000	<u>(1)</u>	12/18/2018	Common Stock	15,000
Option to Purchase Common Stock (Right to Buy)	\$ 7.09	02/03/2014		D	5,833	<u>(1)</u>	05/28/2019	Common Stock	5,833
Option to Purchase Common Stock (Right to Buy)	\$ 5.97	02/03/2014		D	10,000	<u>(1)</u>	05/20/2020	Common Stock	10,000
Option to Purchase Common Stock (Right to Buy)	\$ 7.15	02/03/2014		D	15,000	<u>(1)</u>	05/18/2021	Common Stock	15,000
Option to Purchase Common Stock (Right to Buy)	\$ 5.11	02/03/2014		D	15,000	<u>(1)</u>	05/22/2022	Common Stock	15,000
	\$ 8.34	02/03/2014		D	15,000	<u>(2)</u>	05/22/2023		15,000

Option to
Purchase
Common
Stock
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Heffernan Michael Thomas C/O CORNERSTONE THERAPEUTICS INC. 1255 CRESCENT GREEN DRIVE, SUITE 250 CARY, NC 27518	X

Signatures

/s/ Amy Diebler, attorney-in-fact for Michael Heffernan pursuant to a power of attorney

02/04/2014

__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) Pursuant to the Agreement and Plan of Merger (the "Agreement") by and among Chiesi Farmaceutici S.p.A., Chiesi U.S. Corporation, and Cornerstone Therapeutics Inc., dated as of September 15, 2013, on the effective date of the merger contemplated by the Agreement (the "Merger"), this option, which was fully vested, was cancelled in exchange for a cash payment equal to the product of (i) the excess of \$9.50 over the exercise price per share of the option and (ii) the total number of shares underlying the option.

(2) This option, which provided for vesting in equal monthly increments over a one-year period, was cancelled in the Merger in exchange for a cash payment equal to the product of (i) the excess of \$9.50 over the exercise price per share of the option and (ii) the total number of shares underlying 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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