

ALKERMES INC  
Form 4  
September 20, 2011

**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 \*  
POPS RICHARD F

(Last) (First) (Middle)  
852 WINTER ST.  
  
(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ALKERMES INC [ALKS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/16/2011

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)  
President and CEO

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) Amount (D) Price  |   |  |                                   |
| Common Stock                    | 09/16/2011                           |  | D                              | 424,354   | D 0   | D  |                                   |

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)**

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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 Number of Shares |
| Incentive Stock Option (Right to Buy)      | \$ 19.4  | 09/16/2011                           |  | D                              |   | 5,155  |     | <u>(2)</u>  | 10/02/2011      | Common Stock | 5,155                   |
| Non Qualified Stock Option (Right to Buy)  | \$ 19.4  | 09/16/2011                           |  | D                              |   | 244,845  |     | <u>(2)</u>  | 10/02/2011      | Common Stock | 244,845                 |
| Incentive Stock Option (Right to Buy)      | \$ 4.77  | 09/16/2011                           |  | D                              |   | 20,968   |     | <u>(2)</u>  | 07/18/2012      | Common Stock | 20,968                  |
| Non Qualified Stock Option (Right to Buy)  | \$ 4.77  | 09/16/2011                           |  | D                              |   | 104,032  |     | <u>(2)</u>  | 07/18/2012      | Common Stock | 104,032                 |
| Non Qualified Stock Option (Right to Buy)  | \$ 7.36  | 09/16/2011                           |  | D                              |   | 350,000  |     | <u>(2)</u>  | 12/12/2012      | Common Stock | 350,000                 |
| Non Qualified Stock Option (Right to Buy)  | \$ 9.97  | 09/16/2011                           |  | D                              |   | 156,220  |     | <u>(2)</u>  | 04/25/2013      | Common Stock | 156,220                 |
| Incentive Stock Option (Right to Buy)      | \$ 9.97  | 09/16/2011                           |  | D                              |   | 10,030   |     | <u>(2)</u>  | 04/25/2013      | Common Stock | 10,030                  |

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|  |          |            |   |         |            |            |                 |      |  |
|--|----------|------------|---|---------|------------|------------|-----------------|------|--|
| Buy)   |          |            |   |         |            |            |                 |      |  |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 14.57 | 09/16/2011 | D | 149,625 | <u>(2)</u> | 10/17/2013 | Common<br>Stock | 149, |  |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 12.16 | 09/16/2011 | D | 184,125 | <u>(2)</u> | 12/10/2013 | Common<br>Stock | 184, |  |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 12.3  | 09/16/2011 | D | 141,870 | <u>(2)</u> | 07/12/2014 | Common<br>Stock | 141, |  |
| Incentive<br>Stock<br>Option<br>(Right to<br>Buy)        | \$ 12.3  | 09/16/2011 | D | 8,130   | <u>(2)</u> | 07/12/2014 | Common<br>Stock | 8,1  |  |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 14.9  | 09/16/2011 | D | 350,000 | <u>(2)</u> | 12/17/2014 | Common<br>Stock | 350, |  |
| Incentive<br>Stock<br>Option<br>(Right to<br>Buy)        | \$ 18.6  | 09/16/2011 | D | 5,376   | <u>(2)</u> | 12/09/2015 | Common<br>Stock | 5,3  |  |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 18.6  | 09/16/2011 | D | 182,124 | <u>(2)</u> | 12/09/2015 | Common<br>Stock | 182, |  |
| Incentive<br>Stock<br>Option<br>(Right to<br>Buy)        | \$ 20.79 | 09/16/2011 | D | 4,810   | <u>(2)</u> | 05/02/2016 | Common<br>Stock | 4,8  |  |

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|  |          |            |   |         |            |                           |                 |      |
|--|----------|------------|---|---------|------------|---------------------------|-----------------|------|
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 20.79 | 09/16/2011 | D | 88,940  | <u>(2)</u> | 05/02/2016                | Common<br>Stock | 88,9 |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 14.38 | 09/16/2011 | D | 120,000 | <u>(2)</u> | 12/12/2016                | Common<br>Stock | 120, |
| Incentive<br>Stock<br>Option<br>(Right to<br>Buy)        | \$ 15.95 | 09/16/2011 | D | 6,269   | <u>(2)</u> | 06/01/2017                | Common<br>Stock | 6,2  |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 15.95 | 09/16/2011 | D | 93,731  | <u>(2)</u> | 06/01/2017                | Common<br>Stock | 93,7 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 14.13 | 09/16/2011 | D | 50,000  | <u>(4)</u> | 11/05/2017                | Common<br>Stock | 50,0 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 12.29 | 09/16/2011 | D | 170,000 | <u>(5)</u> | 05/27/2018                | Common<br>Stock | 170, |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 8.55  | 09/16/2011 | D | 220,000 | <u>(6)</u> | 05/26/2019                | Common<br>Stock | 220, |
| Restricted<br>Stock<br>Award                             | \$ 0     | 09/16/2011 | D | 25,000  | <u>(7)</u> | 05/26/2014 <sup>(7)</sup> | Common<br>Stock | 25,0 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 9.21  | 09/16/2011 | D | 500,000 | <u>(9)</u> | 11/18/2019                | Common<br>Stock | 500, |

|                                      |           |            |   |         |             |             |              |         |
|--------------------------------------|-----------|------------|---|---------|-------------|-------------|--------------|---------|
| Restricted Stock Award               | \$ 0      | 09/16/2011 | D | 250,000 | <u>(10)</u> | <u>(10)</u> | Common Stock | 250,000 |
| Employee Stock Option (Right to Buy) | \$ 11.74  | 09/16/2011 | D | 325,000 | <u>(11)</u> | 05/17/2020  | Common Stock | 325,000 |
| Restricted Stock Unit Award          | \$ 0      | 09/16/2011 | D | 24,375  | <u>(11)</u> | <u>(11)</u> | Common Stock | 24,375  |
| Employee Stock Option (Right to Buy) | \$ 18.105 | 09/16/2011 | D | 400,000 | <u>(12)</u> | 05/20/2021  | Common Stock | 400,000 |
| Restricted Stock Unit Award          | \$ 0      | 09/16/2011 | D | 32,500  | <u>(12)</u> | <u>(12)</u> | Common Stock | 32,500  |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                   |       |
|---|---------------|-----------|-------------------|-------|
|   | Director      | 10% Owner | Officer           | Other |
| POPS RICHARD F<br>852 WINTER ST.<br>WALTHAM, MA 02451 | X             |           | President and CEO |       |

## Signatures

/s/ Jennifer Baptiste, attorney-in-fact for Richard F. Pops 09/20/2011

\*\*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).
- Disposition made in connection with the conversion of shares pursuant to the merger of Alkermes, Inc. and the global drug delivery technologies business of Elan (the "Merger") into an equal number of ordinary shares of Alkermes plc having a market value, based on the closing price on the effective date of the Merger, of \$16.57 per share.
- (1) These options are fully vested in accordance with their terms.
  - (2) Options assumed/converted in the Merger into the right to buy the same number of ordinary shares of Alkermes plc on substantially the same terms.
  - (3) 75% vested as of 9/16/11, remainder vests on 11/5/11.
  - (4) 75% vested as of 9/16/11, remainder vests on 5/27/12.
  - (5) 50% vested as of 9/16/11, remainder vests in 2 equal annual installments beginning on 5/26/12.

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- (7) Performance-based restricted stock unit award. Commencing on 5/26/10, a determination will be made if the performance criteria have been met. Shares subject to the award vest in full upon the achievement of the performance criteria. If such performance criteria have not been met within a period of five years from the date of grant, all of the shares subject to the award are forfeited.
- (8) Restricted stock unit awards assumed/converted in the Merger into the right to acquire the same number of ordinary shares of Alkermes plc on substantially the same terms.
- (9) 25% vested as of 9/16/11, remainder vests in 3 equal annual installments beginning on 11/18/11.
- (10) 50% vests on 11/18/12 and 50% vests on 11/18/13.
- (11) 25% vested as of 9/16/11, remainder vests in 3 equal annual installments beginning on 5/17/12.
- (12) Vests in 4 equal annual installments beginning on 5/20/12.

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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