

HENWOOD GERALDINE

Form 4

October 29, 2010

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 *
HENWOOD GERALDINE

(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)

10/27/2010

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/27/2010		M	1,627	A \$ 0.6411	1,627	D
Common Stock	10/27/2010		S ⁽¹⁾	1,627	D \$ 15.6548	0	D
Common Stock	10/27/2010		M	4,387	A \$ 0.7434	4,387	D
common Stock	10/27/2010		S ⁽¹⁾	4,387	D \$ 15.663	0	D
	10/27/2010		M	3,750	A \$ 3.18	3,750	D

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Common
Stock

Common Stock	10/27/2010	S ⁽¹⁾	3,750	D	\$ 15.6571 <u>(4)</u>	0	D
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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) (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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy)	\$ 0.6411	10/27/2010		M	1,627	<u>(5)</u>	05/09/2015	Common Stock	1,627
Stock Option (Right to Buy)	\$ 0.7434	10/27/2010		M	4,387	<u>(5)</u>	11/30/2016	Common Stock	4,387
Stock Option (Right to Buy)	\$ 3.18	10/27/2010		M	3,750	<u>(5)</u>	05/20/2019	Common Stock	3,750

Reporting Owners

Reporting Owner Name / Address

Relationships

HENWOOD GERALDINE
C/O MAP PHARMACEUTICALS, INC.

Director 10% Owner Officer Other

X

2400 BAYSHORE PARKWAY, SUITE 200
MOUNTAIN VIEW, CA 94043

Signatures

/s/ Geraldine A.

Henwood

10/29/2010

**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) The sale of the reported shares is made pursuant to terms of 10b5-1 plan in effect at the time of sale of the shares.
- (2) The range of price is from \$15.34 to \$15.86 per share. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, or a security holder of the issuer
- (3) The range of price is from \$15.29 to \$15.91 per share. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, or a security holder of the issuer.
- (4) The range of price is from \$15.28 to \$15.91 per share. Full information regarding the number of shares sold at each separate price will be provided upon request by the SEC staff, or a security holder of the issuer.
- The Option shall vest with respect to 1/12th of the total number of Shares subject to the Option on each monthly anniversary of the Grant
- (5) Date, subject to Participant's continued status as a Director on each applicable vesting date, such that all Shares subject to the Option shall be fully vested on the first year anniversary of the Grant Date.

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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