Stroman David W. Form 4 October 06, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

C/O NOVABAY

1. Name and Address of Reporting Person * Stroman David W.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NovaBay Pharmaceuticals, Inc.

(Check all applicable)

[NBY]

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

10% Owner X_ Officer (give title Other (specify below)

(Month/Day/Year)

10/04/2011

SVP, Ophthalmic Product Devt.

PHARMACEUTICALS, INC., 5980 **HORTON STREET, SUITE 550**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

(Instr. 4)

EMERYVILLE, CA 94608

(City) (State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

Reported Transaction(s)

(A) (Instr. 3 and 4)

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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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Y	ear)	(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or				
	Derivative				Disposed of (D)				
	Security				(Instr. 3, 4, and				
	•				5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (Right to buy) (1)	\$ 0.86	10/04/2011	10/04/2011	A	200,000 (2)	10/04/2011	10/03/2021	Common Stock	200,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Stroman David W. C/O NOVABAY PHARMACEUTICALS, INC. 5980 HORTON STREET, SUITE 550 EMERYVILLE, CA 94608

SVP, Ophthalmic Product Devt.

Signatures

/s/ Theresa Granados Uriarte, as Attorney-in-Fact for David Stroman

10/05/2011

**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).
- (1) Granted pursuant to the NovaBay Pharmaceuticals, Inc. 2007 Omnibus Incentive Plan.
 - Ten percent (10%) of the option shares vests and exercisable on the date of the grant and the balance of the option shares vest and become exercisable in a series of five (5) installments upon the completion of the following milestones: 18% upon initiation of the Company's
- (2) Phase 2b conjunctivitis trial; 18% upon the completion of the Company's Phase 2b conjunctivitis trial; 18% upon the initiation of the Company's Phase 3 conjunctivitis trial; 18% upon execution of a collaboration agreement on the Company's Ophthalmic indication.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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