

Yetter Wayne P.
Form 4
August 27, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Yetter Wayne P.

2. Issuer Name **and** Ticker or Trading
Symbol
NOVEN PHARMACEUTICALS
INC [NOVN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2009

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

C/O NOVEN
PHARMACEUTICALS,
INC., 11960 SW 144TH STREET

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

MIAMI, FL 33186

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock (\$.0001 par value)	08/27/2009		D		11,309	D	\$ 16.50

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
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SEC 1474
(9-02)

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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. Date of Acquisition or Disposition (Instr. 3, 4, and 5)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 19.66	08/27/2009		D ⁽¹⁾		12,500		⁽¹⁾	08/06/2011	Common Stock (\$.0001 par value)	12,500
Stock Option (Right to Buy)	\$ 21.15	08/27/2009		D ⁽¹⁾		5,000		⁽¹⁾	05/14/2012	Common Stock (\$.0001 par value)	5,000
Stock Option (Right to Buy)	\$ 9.74	08/27/2009		D ⁽²⁾		5,000		⁽²⁾	05/13/2013	Common Stock (\$.0001 par value)	5,000
Stock Option (Right to Buy)	\$ 11.3	08/27/2009		D ⁽³⁾		2,500		⁽³⁾	08/04/2013	Common Stock (\$.0001 par value)	2,500
Stock Option (Right to Buy)	\$ 18.73	08/27/2009		D ⁽¹⁾		7,500		⁽¹⁾	05/17/2014	Common Stock (\$.0001 par value)	7,500
Stock Option (Right to Buy)	\$ 17.41	08/27/2009		D ⁽¹⁾		7,500		⁽¹⁾	05/23/2015	Common Stock (\$.0001 par value)	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Yetter Wayne P. C/O NOVEN PHARMACEUTICALS, INC. 11960 SW 144TH STREET MIAMI, FL 33186	X

Signatures

/s/ Wayne P.
Yetter

08/27/2009

__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) Represents stock options cancelled at the Effective Time (as defined in the Merger Agreement), pursuant to the terms of an Agreement and Plan of Merger among the Issuer, Hisamitsu Pharmaceutical Co., Inc. ("Hisamitsu") and certain subsidiaries of Hisamitsu, dated as of July 14, 2009 (the "Merger Agreement"). The reporting person did not receive any cash payment therefor as the exercise price exceeded the tender offer price of \$16.50.

(2) Represents stock options cancelled at the Effective Time, pursuant to the Merger Agreement, in exchange for a cash payment of \$33,800, representing the number of shares of Issuer's common stock underlying such options multiplied by the tender offer price of \$16.50 per share, less the aggregate exercise price of the options.

(3) Represents stock options cancelled at the Effective Time, pursuant to the Merger Agreement, in exchange for a cash payment of \$13,000, representing the number of shares of Issuer's common stock underlying such options multiplied by the tender offer price of \$16.50 per share, less the aggregate exercise price of the options.

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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