SEC Form 4

FORM 4

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

OMB APPROVAL

6. Individual or Joint/Group Filing (Check Applicable

Form filed by One Reporting Person

Form filed by More than One Reporting

Line)

Х

Person

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).	STATEMENT OF CH		OMB Number: 3235-0287 Estimated average burden		
		ection 16(a) of the Securities Exchange Act of 1934		hours per resp	oonse: 0.5
	or Section 3	O(h) of the Investment Company Act of 1940			
1. Name and Address of Reporting Person [*] <u>NIES ALAN S</u>		ne and Ticker or Trading Symbol N PHARMACEUTICALS,	5. Relationsh (Check all ap	nip of Reporting Perso oplicable)	n(s) to Issuer
	INC./DE		X Dire	ector	10% Owner
(Last) (First) (M	Idle)		Offi	icer (give title ow)	Other (specify below)
		rliest Transaction (Month/Day/Year)		,	,

04/27/2012

(Street) THE ТΧ 77381 WOODLANDS

(Zip)

(State)

8800 TECHNOLOGY FOREST PLACE

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock	04/27/2012		A		11,764	A	\$ <mark>0</mark>	16,764	D	

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$1.7	04/27/2012		A		20,000		(1)	04/27/2022	Common Stock	20,000	\$0	20,000	D	

Explanation of Responses:

1. Option vests with respect to 1/12th of the shares subject to the option for each month of service following the date of grant.

/s/ Alan S. Nies

04/27/2012 Date

** Signature of Reporting Person

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

(City)