ZOGENIX, INC. Form 4 April 30, 2012

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

(Print or Type Responses)

(Last)

(City)

(Instr. 3)

1. Name and Address of Reporting Person * MAST ERLE T

(Middle)

(Zip)

(First)

C/O ZOGENIX, INC., 12400 HIGH BLUFF DR., SUITE 650

(Street)

2. Issuer Name and Ticker or Trading

Symbol

ZOGENIX, INC. [ZGNX] 3. Date of Earliest Transaction

(Month/Day/Year)

04/27/2012

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

OMB Number:

3235-0287 January 31,

Expires:

2005 Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

6. Ownership

Form: Direct

6. Individual or Joint/Group Filing(Check Applicable Line)

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

(I)

(Instr. 4)

5. Amount of

Securities

Owned

Beneficially

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

SAN DIEGO, CA 92130

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

(State)

Execution Date, if

(Month/Day/Year)

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

(Instr. 3, 4 and 5)

Following (A)

Reported Transaction(s) or (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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7. Nature of

Ownership

(Instr. 4)

Indirect

(D) or Indirect Beneficial

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	ive or Disposed of								
				Code	V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Right to buy stock	\$ 1.88	04/27/2012	04/27/2012	A	50,000		<u>(1)</u>	04/27/2022	Common Stock	50,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

MAST ERLE T C/O ZOGENIX, INC. 12400 HIGH BLUFF DR., SUITE 650 SAN DIEGO, CA 92130



Signatures

Trisha Millican, Attorney-in-fact 04/30/2012

**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 option was granted on April 27, 2012 and vests in a series of thirty-six (36) successive, equal monthly installments beginning on April 27, 2012, subject to the Reporting Person's continued service to the Company on each vesting date.

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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