

TOMBROS PETER  
Form 4  
December 31, 2008

**FORM 4**

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person \*  
TOMBROS PETER

(Last) (First) (Middle)

C/O ALPHARMA INC., 440  
ROUTE 22 EAST

(Street)

BRIDGEWATER, NJ 08807

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ALPHARMA INC [ALO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/29/2008

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 (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Class A Common Stock	12/29/2008		D	4,818 D	0	D	

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)**

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock option (right to buy)	\$ 25.66	12/29/2008		D	5,000	<u>(2)</u>	05/30/2011	Class A Common Stock	5,000
Stock option (right to buy)	\$ 21.73	12/29/2008		D	7,500	<u>(2)</u>	05/23/2012	Class A Common Stock	7,500
Stock option (right to buy)	\$ 19	12/29/2008		D	10,000	<u>(2)</u>	05/20/2013	Class A Common Stock	10,000
Restricted Stock Units	<u>(3)</u>	12/29/2008		D	31,301	<u>(4)</u>	<u>(4)</u>	Class A Common Stock	31,301

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOMBROS PETER C/O ALPHARMA INC. 440 ROUTE 22 EAST BRIDGEWATER, NJ 08807		X		

## Signatures

/s/ Karen M. Sheehan, signing pursuant to Power of Attorney granted by Peter G. Tombros

12/31/2008

\*\*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) Tendered to Albert Acquisition Corp ("Purchaser") pursuant to Purchaser's offer to purchase all of the issued and outstanding shares of Class A Common Stock at a purchase price of \$37.00 per share, net to the seller in cash, without interest and subject to any required withholding of taxes, subject to the terms described in the Tender Offer Statement on Schedule TO filed by Purchaser with the SEC on

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September 12, 2008, as amended.

These options, which provided for vesting on the first full date of the first annual meeting of stockholders of Alpharma Inc. following the date of grant of such option, whether or not vested, were fully vested and canceled pursuant to the Merger Agreement in exchange for the right to receive cash payment for each such option of the excess of \$37.00 per option, without interest, and subject to any required withholding of taxes, over the per share exercise price of such option, at the effective time of the merger.

- (2)
- (3) Each restricted stock unit ("RSU") represents a right to receive one share of Class A Common Stock of Alpharma Inc.

The RSUs, 21,301 of which provided for vesting immediately upon retirement from the board of directors of Alpharma Inc., and the remaining 10,000 of which provided for vesting one year after the date of his retirement from the board of directors of Alpharma Inc., and

- (4) for other events in accordance with the terms and conditions of the restricted stock unit award agreement, whether or not vested, were fully vested and canceled pursuant to the Merger Agreement in exchange for the right to receive cash payment for each RSU of \$37.00, without interest and subject to any required withholding of taxes, at the effective time of the merger.

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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