

ALPHARMA INC  
Form 3  
June 27, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
_____ Shively Richard Scott _____ (Last) (First) (Middle)	_____ (Month/Day/Year) 06/19/2008	ALPHARMA INC [ALO]	_____ (Check all applicable)	_____ (Specify below)

ALPHARMA  
PHARMACEUTICALS  
LLC, 440 ROUTE 22 EAST  
\_\_\_\_\_  
(Street)

BRIDGEWATER, NJ 08807  
\_\_\_\_\_  
(City) (State) (Zip)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer \_\_\_\_\_ Other  
 (give title below) (specify below)  
 SVP Alpha Pharma Pharmaceuticals

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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock A	11,320	D	^

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

SEC 1473 (7-02)

**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 control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (Right to Buy)	Â (1)	05/15/2017	Common Stock A	35,000	\$ 22.84	D	Â
Non-Qualified Stock Option (Right to Buy)	Â (2)	02/21/2018	Common Stock A	9,260	\$ 24.05	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shively Richard Scott ALPHARMA PHARMACEUTICALS LLC 440 ROUTE 22 EAST BRIDGEWATER,Â NJÂ 08807	Â	Â	Â SVP Alparma Pharmaceuticals	Â

## Signatures

/s/ Karen M.Sheehan,  
Attorney-in-Fact

06/26/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These options vest at a rate of 25% on each of the four anniversary dates immediately following the date of grant beginning with May 15, 2008, subject to the forfeiture and acceleration provisions in the award agreements.
- (2) These options vest at a rate of 25% on each of the four anniversary dates immediately following the date of grant beginning with February 21, 2009, subject to the forfeiture and acceleration provisions in the award agreements.

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### Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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.