

ALKERMES INC  
Form 4  
September 20, 2011

**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 \*  
POPS RICHARD F

(Last) (First) (Middle)  
852 WINTER ST.  
(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ALKERMES INC [ALKS]

3. Date of Earliest Transaction (Month/Day/Year)  
09/16/2011

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)  
President and CEO

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) Price			
Common Stock	09/16/2011		D	424,354 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 Number of Shares
Incentive Stock Option (Right to Buy)	\$ 19.4	09/16/2011		D		5,155		<u>(2)</u>	10/02/2011	Common Stock	5,155
Non Qualified Stock Option (Right to Buy)	\$ 19.4	09/16/2011		D		244,845		<u>(2)</u>	10/02/2011	Common Stock	244,845
Incentive Stock Option (Right to Buy)	\$ 4.77	09/16/2011		D		20,968		<u>(2)</u>	07/18/2012	Common Stock	20,968
Non Qualified Stock Option (Right to Buy)	\$ 4.77	09/16/2011		D		104,032		<u>(2)</u>	07/18/2012	Common Stock	104,032
Non Qualified Stock Option (Right to Buy)	\$ 7.36	09/16/2011		D		350,000		<u>(2)</u>	12/12/2012	Common Stock	350,000
Non Qualified Stock Option (Right to Buy)	\$ 9.97	09/16/2011		D		156,220		<u>(2)</u>	04/25/2013	Common Stock	156,220
Incentive Stock Option (Right to Buy)	\$ 9.97	09/16/2011		D		10,030		<u>(2)</u>	04/25/2013	Common Stock	10,030

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Buy)									
Non Qualified Stock Option (Right to Buy)	\$ 14.57	09/16/2011	D	149,625	<u>(2)</u>	10/17/2013	Common Stock	149,	
Non Qualified Stock Option (Right to Buy)	\$ 12.16	09/16/2011	D	184,125	<u>(2)</u>	12/10/2013	Common Stock	184,	
Non Qualified Stock Option (Right to Buy)	\$ 12.3	09/16/2011	D	141,870	<u>(2)</u>	07/12/2014	Common Stock	141,	
Incentive Stock Option (Right to Buy)	\$ 12.3	09/16/2011	D	8,130	<u>(2)</u>	07/12/2014	Common Stock	8,1	
Non Qualified Stock Option (Right to Buy)	\$ 14.9	09/16/2011	D	350,000	<u>(2)</u>	12/17/2014	Common Stock	350,	
Incentive Stock Option (Right to Buy)	\$ 18.6	09/16/2011	D	5,376	<u>(2)</u>	12/09/2015	Common Stock	5,3	
Non Qualified Stock Option (Right to Buy)	\$ 18.6	09/16/2011	D	182,124	<u>(2)</u>	12/09/2015	Common Stock	182,	
Incentive Stock Option (Right to Buy)	\$ 20.79	09/16/2011	D	4,810	<u>(2)</u>	05/02/2016	Common Stock	4,8	

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Non Qualified Stock Option (Right to Buy)	\$ 20.79	09/16/2011	D	88,940	<u>(2)</u>	05/02/2016	Common Stock	88,940
Non Qualified Stock Option (Right to Buy)	\$ 14.38	09/16/2011	D	120,000	<u>(2)</u>	12/12/2016	Common Stock	120,000
Incentive Stock Option (Right to Buy)	\$ 15.95	09/16/2011	D	6,269	<u>(2)</u>	06/01/2017	Common Stock	6,269
Non Qualified Stock Option (Right to Buy)	\$ 15.95	09/16/2011	D	93,731	<u>(2)</u>	06/01/2017	Common Stock	93,731
Employee Stock Option (Right to Buy)	\$ 14.13	09/16/2011	D	50,000	<u>(4)</u>	11/05/2017	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 12.29	09/16/2011	D	170,000	<u>(5)</u>	05/27/2018	Common Stock	170,000
Employee Stock Option (Right to Buy)	\$ 8.55	09/16/2011	D	220,000	<u>(6)</u>	05/26/2019	Common Stock	220,000
Restricted Stock Award	\$ 0	09/16/2011	D	25,000	<u>(7)</u>	05/26/2014 <sup>(7)</sup>	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 9.21	09/16/2011	D	500,000	<u>(9)</u>	11/18/2019	Common Stock	500,000

Restricted Stock Award	\$ 0	09/16/2011	D	250,000	<u>(10)</u>	<u>(10)</u>	Common Stock	250,000
Employee Stock Option (Right to Buy)	\$ 11.74	09/16/2011	D	325,000	<u>(11)</u>	05/17/2020	Common Stock	325,000
Restricted Stock Unit Award	\$ 0	09/16/2011	D	24,375	<u>(11)</u>	<u>(11)</u>	Common Stock	24,375
Employee Stock Option (Right to Buy)	\$ 18.105	09/16/2011	D	400,000	<u>(12)</u>	05/20/2021	Common Stock	400,000
Restricted Stock Unit Award	\$ 0	09/16/2011	D	32,500	<u>(12)</u>	<u>(12)</u>	Common Stock	32,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POPS RICHARD F 852 WINTER ST. WALTHAM, MA 02451	X		President and CEO	

## Signatures

/s/ Jennifer Baptiste, attorney-in-fact for Richard F. Pops 09/20/2011

\*\*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).
- Disposition made in connection with the conversion of shares pursuant to the merger of Alkermes, Inc. and the global drug delivery technologies business of Elan (the "Merger") into an equal number of ordinary shares of Alkermes plc having a market value, based on the closing price on the effective date of the Merger, of \$16.57 per share.
- (1) These options are fully vested in accordance with their terms.
  - (2) Options assumed/converted in the Merger into the right to buy the same number of ordinary shares of Alkermes plc on substantially the same terms.
  - (3) 75% vested as of 9/16/11, remainder vests on 11/5/11.
  - (4) 75% vested as of 9/16/11, remainder vests on 5/27/12.
  - (5) 50% vested as of 9/16/11, remainder vests in 2 equal annual installments beginning on 5/26/12.

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- (7) Performance-based restricted stock unit award. Commencing on 5/26/10, a determination will be made if the performance criteria have been met. Shares subject to the award vest in full upon the achievement of the performance criteria. If such performance criteria have not been met within a period of five years from the date of grant, all of the shares subject to the award are forfeited.
- (8) Restricted stock unit awards assumed/converted in the Merger into the right to acquire the same number of ordinary shares of Alkermes plc on substantially the same terms.
- (9) 25% vested as of 9/16/11, remainder vests in 3 equal annual installments beginning on 11/18/11.
- (10) 50% vests on 11/18/12 and 50% vests on 11/18/13.
- (11) 25% vested as of 9/16/11, remainder vests in 3 equal annual installments beginning on 5/17/12.
- (12) Vests in 4 equal annual installments beginning on 5/20/12.

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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