

Shaw Brian Gordon
 Form 4/A
 February 11, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Shaw Brian Gordon

(Last) (First) (Middle)

40 UNIVERSITY AVENUE, SUITE 1300

(Street)

TORONTO, A6 M5P 2E9

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 PATHEON INC [PTI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/17/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
 12/19/2012

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Restricted Voting Shares | 12/17/2012 | | X | | 17,939 (1) \$ 3.24 (2) 77,939 | D | |

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

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Shaw Brian Gordon 40 UNIVERSITY AVENUE SUITE 1300 TORONTO, A6 M5P 2E9 | X | | | |

Signatures

/s/ David S Field,
Attorney-in-fact

02/11/2013

**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) On 11/27/12, the Company issued, to each holder of record as of such date, subscription rights to acquire restricted voting shares of the Company (the "Rights Offering"). On December 17, 2012, the reporting person fully exercised his basic subscription privilege to purchase 4,363 restricted voting shares, and exercised his over-subscription privilege to purchase additional shares unclaimed by other rights holders. In connection with the filing of a prior Form 4/A, the reporting person determined and reported that he would be allocated an additional 434 shares pursuant to his over-subscription privilege. After the filing of the original reports, it was determined that the reporting person was allocated more shares than initially determined. The reporting person has filed this Form 4/A to report the final number of shares allocated to him in connection with the Rights Offering, which was 13,142 shares more than the number originally reported.
- (2) The subscription price was converted from C\$3.19 based on the December 17, 2012 closing rate of exchange of 0.9833 Canadian dollars per U.S. dollars as quoted by Reuters.

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.