

Giles Richard B
Form 4
January 17, 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Giles Richard B

2. Issuer Name **and** Ticker or Trading
Symbol
Ampio Pharmaceuticals, Inc.
[AMPE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
01/13/2012

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

C/O AMPIO
PHARMACEUTICALS, INC., 5445
DTC PARKWAY, SUITE 925

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

GREENWOOD
VILLAGE, CO 80111

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/13/2012		A		2,268 (1)	\$ 4.41	172,108 D
Common Stock	01/17/2012		A		367	\$ 2.97 (2)	172,475 D
Common Stock	01/17/2012		A		17	\$ 2.97 (2)	172,492 I By son

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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)

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 Beneficially Owned Following Report Transaction (Instr. 10)
				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

Giles Richard B
C/O AMPIO PHARMACEUTICALS, INC.
5445 DTC PARKWAY, SUITE 925
GREENWOOD VILLAGE, CO 80111

X

Signatures

/s/ Mark D. McGregor, by power of
attorney

01/17/2012

__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 shares were issued to the Reporting Person under the Issuer's 2010 Stock Option and Incentive Plan and pursuant to the Issuer's compensation arrangements approved by the Board of Directors of the Issuer in August 2011.
- (2) Represents shares issued to the Reporting Person pursuant to the terms of that certain Indemnification Escrow Agreement, dated March 14, 2011 entered into in connection with the acquisition of DMI BioSciences, Inc. by the Issuer in March 2011. The price per share has been calculated using the consideration paid by the Reporting Person for shares of DMI BioSciences, Inc. (\$1.50 per share), which were subsequently exchanged for shares of the Issuer's common stock at a rate of approximately 1.18 to 1 (resulting effective price of \$1.77 per share), as affected by a pro rata reduction in the number of shares released from escrow to former DMI stockholders after the Issuer was awarded approximately 95,700 shares of its common stock from the escrow account in satisfaction of indemnification claims (resulting

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effective price of \$2.97 per share).

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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