

Friedman Charlene A
Form 4
January 27, 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 *
Friedman Charlene A

(Last) (First) (Middle)

2400 BAYSHORE PARKWAY,
SUITE 200

(Street)

MOUNTAIN VIEW, CA 94043

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
MAP Pharmaceuticals, Inc. [MAPP]

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director
X Officer (give title below) ___ 10% Owner
___ Other (specify below)
SVP President, Gen Counsel&Sec

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/26/2012		M	2,250 A	\$ 0 2,250	D	
Common Stock	01/26/2012		F	943 D	\$ 13.84 1,307	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)

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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 Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.09	01/25/2012		A	32,500	(1)	01/24/2022	Common Stock	32,500
Restricted Stock Unit (RSU)	(2)	01/25/2012		A	11,000	(3)	(3)	Common Stock	11,000
Restricted Stock Unit (RSU)	(2)	01/26/2012		M	2,250	(4)	(4)	Common Stock	2,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Friedman Charlene A 2400 BAYSHORE PARKWAY, SUITE 200 MOUNTAIN VIEW, CA 94043				SVP President, Gen Counsel & Sec

Signatures

/s/ Charlene A.

Friedman

01/27/2012

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).

The option is exercisable as it vests: 25% of the total number of option shares vests and becomes exercisable on January 25, 2013.

(1) Thereafter, 1/48th of the total number of option shares becomes exercisable cumulatively on the 25th day of each following month for 36 months so that the entire number of option shares becomes fully vested and exercisable on January 25, 2016.

(2) Each RSU represents a contingent right to receive one share of MAP common stock.

(3) 25% of the total number of RSUs vests and becomes payable on each anniversary of January 25, 2012, such that all RSUs subject to this award shall be fully vested on January 25, 2016.

(4)

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25% of the total number of RSUs granted on January 26, 2011 became vested on January 26, 2012, such that all RSUs subject to this award shall be fully vested on January 26, 2015.

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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