

KING PHARMACEUTICALS INC

Form 4

February 02, 2011

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHAFFER DERACE L

(Last) (First) (Middle)

C/O KING PHARMACEUTICALS,
INC., 501 FIFTH STREET

(Street)

BRISTOL, TN 37620

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

KING PHARMACEUTICALS INC
[KG]

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

01/31/2011

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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/31/2011		U		10,000	D	<u>11</u> 0

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

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information contained in this form are not
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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)		8. I De Sec (In	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	01/31/2011		D		3,174		(3)	(4)	Common Stock	3,174
Restricted Stock Units	(2)	01/31/2011		D		16,201		(3)(4)	(4)	Common Stock	16,201

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SCHAFFER DERACE L C/O KING PHARMACEUTICALS, INC. 501 FIFTH STREET BRISTOL, TN 37620	X

Signatures

/s/ Derace L.
Schaffer

02/02/2011

**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).

- The reported transaction represents shares of common stock tendered to Parker Tennessee Corp. ("Acquisition Sub"), a wholly-owned subsidiary of Pfizer Inc. ("Pfizer"), pursuant to Acquisition Sub's offer to purchase all of the issued and outstanding shares of common stock, no par value per share, of King Pharmaceuticals, Inc. ("King") at a price of \$14.25 per share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and conditions described in the Tender Offer Statement on Schedule TO filed with the SEC by Pfizer and Acquisition Sub on October 22, 2010, as amended (the "Tender Offer").
- (1) Each Restricted Stock Unit ("RSU") represents a right to receive one share of common stock of King.
- Pursuant to the Agreement and Plan of Merger, dated as of October 11, 2010, among Pfizer, King and Acquisition Sub (the "Merger Agreement"), these RSUs, whether or not vested, were fully vested immediately prior to and canceled immediately following Acquisition Sub's acceptance of the common stock tendered and not validly withdrawn in accordance with the Tender Offer (the "Acceptance Time") in exchange for the right to receive cash payment for each RSU of \$14.25, net to the seller in cash, without interest and less any required withholding taxes.
- (4) Pursuant to the Merger Agreement, these RSUs, whether or not vested, were fully vested immediately prior to and canceled immediately following the Acceptance Time in exchange for the right to receive cash payment for each such RSU of \$14.25, net to the seller in cash,

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without interest and less any required withholding taxes.

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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