

Crutchfield Kevin S
 Form 4
 February 02, 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 *
 Crutchfield Kevin S

2. Issuer Name and Ticker or Trading Symbol
 KING PHARMACEUTICALS INC
 [KG]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O KING PHARMACEUTICALS,
 INC., 501 FIFTH STREET
 (Street)
 BRISTOL, TN 37620
 (City) (State) (Zip)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/31/2011

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

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

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)	Code	V	Amount	(D)	Price

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. I
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Sec (In	
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1) (2)	01/31/2011	D		(3)	(4)	Common Stock	3,174
Restricted Stock Units	(2)	01/31/2011	D		(4)	(4)	Common Stock	16,201

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Crutchfield Kevin S
C/O KING PHARMACEUTICALS, INC.
501 FIFTH STREET
BRISTOL, TN 37620

X

Signatures

/s/ Kevin S.
Crutchfield

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).
- (1) Each Restricted Stock Unit ("RSU") represents a right to receive one share of common stock of King Pharmaceuticals, Inc. ("King").
- (2) 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 Inc. ("Pfizer"), King and Parker Tennessee Corp. ("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 Statement on Schedule TO filed with the SEC by Pfizer and Acquisition Sub on October 22, 2010, as amended (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.
- (3) 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, 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, 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. 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.