

INTERPHARM HOLDINGS INC
Form 4
July 13, 2006

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 *
RAMETRA MONA

2. Issuer Name and Ticker or Trading Symbol
INTERPHARM HOLDINGS INC
[IPA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/25/2006

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

75 ADAMS AVE
(Street)

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

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

HAPSAGUE, NY 11788

(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 Ownership (Instr. 4)
			Code V	Amount	(A) or (D) Price		
Common Stock	05/25/2006		C	6,274,780	A <u>(D)</u> 2,022,823	D	
Common Stock					8,014,928	I	through wholly owned LLC

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)

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)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series K Convertible Preferred Stock	(1)	05/25/2006		C		292,214		(2)	(2)	Common Stock	(2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAMETRA MONA 75 ADAMS AVE HAPSAGUE, NY 11788			X	

Signatures

Mona Rametra 07/13/2006
 **Signature of Date
 Reporting Person

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 May 25, 2006, Rametra Holdings I, LLC, a New York limited liability company of which Mona Rametra is the sole member, converted an aggregate of 292,214 shares of Interpharm Holdings, Inc. ("Interpharm") Series K Convertible Preferred Stock ("Series K Stock") into an aggregate of 6,274,780 shares of Common Stock of Interpharm ("Common Stock"), at a conversion rate of approximately 21.47 shares of Common Stock issued for each share of Series K Stock converted.
- (2) On June 4, 2004, all conditions for the conversion of the Series K Stock were met, making that date the "Trigger Date" as defined in the Certificate of Designations of the Series K Stock. After the Trigger Date, the Series K Stock was to convert ratably, over a seven year period. One-seventh of the outstanding shares of Series K Stock converted into Common Stock on each of June 4, 2004 and June 4, 2005, at a conversion rate of approximately 21.47 shares of Common Stock issued for each share of Series K Stock converted. On May 25, 2006 Interpharm and the holders of all of the outstanding shares of Series K Stock, including Rametra Holdings I, LLC, agreed that all of the hares of Series K Stock then outstanding would immediately convert into Common Stock at the same conversion rate.

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.