

APPLE ROBERT F
Form 4
May 19, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
APPLE ROBERT F

2. Issuer Name and Ticker or Trading Symbol
ANTARES PHARMA, INC. [AIS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ANTARES PHARMA,
INC., 250 PHILLIPS BLVD, SUITE
290

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2011

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President & CFO

(Street)
EWING, NJ 08618

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| Common Stock | 05/17/2011 | | A | (A) or (D) A | 50,000 (1) 247,920 (3) | D | |

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

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(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. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Stock Option (right to buy) | \$ 1.66 | 05/17/2011 | | A | 97,000 (4) | (5) 05/16/2021 | Common Stock | 97,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-----------------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| APPLE ROBERT F C/O ANTARES PHARMA, INC. 250 PHILLIPS BLVD, SUITE 290 EWING, NJ 08618 | | | Executive Vice President & CFO | |

Signatures

Robert F. Apple 05/19/2011
 __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).
- Represents the target number of shares Mr. Apple may receive pursuant to the terms of the performance stock unit award made to Mr. Apple under the 2008 Equity Compensation Plan if certain performance goals are attained over the three-year period beginning January 1, 2011 and ending December 31, 2013 and Mr. Apple continues in employment with the Company through that period.
- (1) Apple under the 2008 Equity Compensation Plan if certain performance goals are attained over the three-year period beginning January 1, 2011 and ending December 31, 2013 and Mr. Apple continues in employment with the Company through that period.
 - (2) Not applicable
 - (3) Represents the total number of shares owned plus all outstanding unearned or unvested shares granted less the number of shares used to fulfill tax withholding obligations when certain shares previously granted became taxable after they were earned or vested.
 - (4) Represents grant of options to purchase shares of common stock, par value \$0.01 per share, issued under the Antares Pharma, Inc. 2008 Equity Compensation Plan.
 - (5) The options vest in equal quarterly installments over three years.

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.