

JPMP GLOBAL INVESTORS L P
Form 4
June 26, 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 *
J P MORGAN PARTNERS SBIC LLC

(Last) (First) (Middle)

C/O J.P. MORGAN PARTNERS, 1221 AVENUE OF THE AMERICAS 40TH FLOOR

(Street)

NEW YORK, NY 10020

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANESIVA, INC. [ANSV]

3. Date of Earliest Transaction (Month/Day/Year)
06/22/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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) Price | | | |
| Common Stock | | | | | 2,886,121 | D | |
| Common Stock | | | | | 234,689 | I | See footnote ⁽¹⁾ |
| Common Stock | | | | | 35,134 | I | See footnote ⁽²⁾ |
| Common Stock | | | | | 118,118 | I | See footnote ⁽³⁾ |
| Common Stock | | | | | 13,198 | I | See footnote ⁽⁴⁾ |

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Common Stock 81,769 I See footnote ⁽⁵⁾

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

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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)

| 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 |
| Option (right to buy) | \$ 1.2 | | | | | ⁽⁶⁾ 12/03/2012 | Common Stock 10,000 |
| Option (right to buy) | \$ 2.44 | | | | | 07/08/2005 06/07/2015 | Common Stock 2,500 |
| Option (right to buy) | \$ 9.8 | | | | | 12/16/2005 12/16/2015 | Common Stock 50,000 |
| Option (right to buy) | \$ 7.87 | 06/22/2006 | | A | 10,000 | 07/22/2006 06/22/2016 | Common Stock 10,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

J P MORGAN PARTNERS SBIC LLC
C/O J.P. MORGAN PARTNERS
1221 AVENUE OF THE AMERICAS 40TH FLOOR
NEW YORK, NY 10020

X

JP MORGAN PARTNERS BHCA LP
J.P. MORGAN PARTNERS

X

1221 AVENUE OF THE AMERICAS 40TH FLOOR
NEW YORK, NY 10020

JPMP MASTER FUND MANAGER L P
C/O JPMORGAN PARTNERS LLC X
1221 AVENUE OF THE AMERICAS 40TH FL.
NEW YORK, NY 10020

JPMP CAPITAL LLC
C/O JPMORGAN PARTNERS X
1221 AVENUE OF THE AMERICAS 40TH FL.
NEW YORK, NY 10020

J P MORGAN CHASE & CO
270 PARK AVENUE X
NEW YORK, NY 10017

JP MORGAN PARTNERS GLOBAL INVESTORS LP X

J P MORGAN PARTNERS GLOBAL INVESTORS A LP X

J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN LP
C/O J P MORGAN PARTNERS X
1221 AVENUE OF THE AMERICAS 40TH FL
NEW YORK, NY 10020

J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN II LP
C/O J P MORGAN PARTNERS X
1221 AVENUE OF THE AMERICAS 40TH FL
NEW YORK, NY 10020

JPMP GLOBAL INVESTORS L P
1221 AVENUE OF THE AMERICAS X
40TH FLOOR
NEW YORK, NY 10021

Signatures

J.P. Morgan Partners (SBIC), LLC /s/ Jeffrey C. Walker, 06/26/2006
President

**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) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors, L.P. The Reporting Person has no pecuniary interest in such securities.
- (2) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors A, L.P. The Reporting Person has no pecuniary interest in such securities.
- (3) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman), L.P. The Reporting Person has no pecuniary interest in such securities.

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(4) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman II), L.P. The Reporting Person has no pecuniary interest in such securities.

(5) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown), L.P. The Reporting Person has no pecuniary interest in such securities.

(6) These options were granted to Rodney A. Ferguson, a director of the Issuer. Mr. Ferguson is a Managing Director of J.P. Morgan Partners (SBIC), LLC ("JPM SBIC"). Mr. Ferguson is obligated to transfer any shares issued under the option to JPM SBIC. The option is immediately exercisable. Shares subject to the option vest monthly over 48 months. The Reporting Person has no pecuniary interest in such securities.

(7) These options were granted to Rodney A. Ferguson, a director of the Issuer. Mr. Ferguson is obligated to transfer any shares issued under the option to JPM SBIC. The option is immediately exercisable. Shares subject to the option vest monthly over 12 months. The Reporting Person has no pecuniary interest in such securities.

(8) These options were granted to Rodney A. Ferguson, a director of the Issuer. Mr. Ferguson is obligated to transfer any shares issued under the option to JPM SBIC. The option is immediately exercisable. One-quarter of these shares are immediately vested, the remainder of the shares will vest in equal monthly installments over 48 months. The Reporting Person has no pecuniary interest in such securities.

(9) These options were granted to Rodney A. Ferguson, a director of the Issuer. Mr. Ferguson is obligated to transfer any shares issued under the option to JPM SBIC. The option is immediately exercisable. Shares subject to the option vest monthly over 12 months. The Reporting Person has no pecuniary interest in such securities.

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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