

Catalyst Pharmaceutical Partners, Inc.

Form 4

October 22, 2009

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 *
Winship M Douglas

2. Issuer Name **and** Ticker or Trading
Symbol
Catalyst Pharmaceutical Partners,
Inc. [CPRX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
355 ALHAMBRA CIRCLE, SUITE
1370

3. Date of Earliest Transaction
(Month/Day/Year)
10/20/2009

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
V.P. of Regulatory Operations

(Street)
CORAL GABLES, FL 33134

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

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date	7. Title and Amount Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Options to purchase common stock	\$ 2.98	10/20/2009	H ⁽¹⁾		145,922		⁽²⁾	07/10/2012	Common Stock	14
Options to purchase common stock	\$ 0.9	10/20/2009	A		41,666		10/20/2009	10/20/2014	Common Stock	4
Options to purchase common stock	\$ 0.9	10/20/2009	A		41,667		10/20/2010	10/20/2014	Common Stock	4
Options to purchase common stock	\$ 0.9	10/20/2009	A		41,667		10/20/2011	10/20/2014	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Winship M Douglas 355 ALHAMBRA CIRCLE SUITE 1370 CORAL GABLES, FL 33134	V.P. of Regulatory Operations

Signatures

/s/ M. Douglas
Winship

10/22/2009

**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) Options were cancelled pursuant to the above-described grant.

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- (2) 1/4 of such shares vested on July 10, 2007; 1/4 of such shares vested on July 10, 2008; 1/4 of such shares vested on July 10, 2009; and 1/4 of such shares were to vest on July 10, 2010.

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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