ALPHARMA INC Form 4 May 12, 2008

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL OMB

Washington, D.C. 20549

3235-0287 Number: January 31,

7. Nature of

Ownership

(Instr. 4)

Indirect

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average

response...

Expires:

burden hours per 0.5

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * UPRICHARD DAVID C

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ALPHARMA INC [ALO]

(First) (Middle) (Last)

3. Date of Earliest Transaction

X_ Director 10% Owner

(Check all applicable)

C/O ALPHARMA INC., 440

(Month/Day/Year) 05/08/2008

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

ROUTE 22 EAST

(Street)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BRIDGEWATER, NJ 08807

Security

(Instr. 3)

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned (I) Following (Instr. 4)

Reported Transaction(s)

(A) or (Instr. 3 and 4) Code V Amount (D) Price

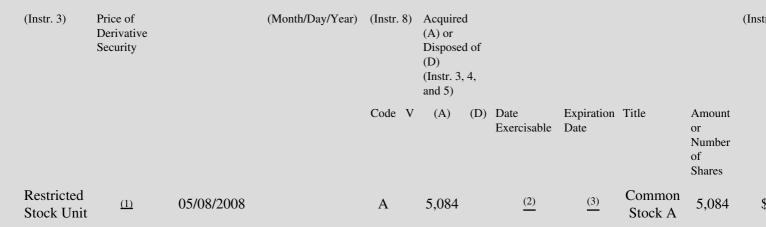
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4) Secu

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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
UPRICHARD DAVID C C/O ALPHARMA INC. 440 ROUTE 22 EAST BRIDGEWATER, NJ 08807	X			

Signatures

By: Marie Amerasinghe For: David U'Prichard 05/12/2008

**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).
- Each Restricted Stock Unit represents the right to receive one share of the Issuer's Class A Common Stock, for no additional consideration, upon the vesting of such Restricted Stock Unit, all in accordance with the terms and conditions of the Restricted Stock Unit Award Agreement, dated as of the date of the grant between the Reporting Person and the Issuer. For informational purposes only, the closing price of the Issuer's Class A Common Stock on May 8, 2008 was \$25.57.
- Restricted Stock Units do not vest until twelve months following the Reporting Persons retirement from the Issuer's Board of Directors (the "Board"). Subject to all applicable federal, state and local laws regarding the deferral of director compensation, the Reporting Person may elect to defer receipt of the Class A Common Stock by making an election, in accordance with the Issuer's Amended and Restated Deferred Compensation Plan.
- (3) Restricted Stock Units do not have an expiration date, but they are subject to forferture if the Reporting Person voluntarily resigns from the Board, subject to the terms and conditions of the Restricted Stock Unit Award Agreement.

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.

Reporting Owners 2