

LANNETT CO INC
 Form 4
 February 10, 2015

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 *
 Landis G. Michael

(Last) (First) (Middle)
 9000 STATE ROAD
 (Street)

PHILADELPHIA, PA 19136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 LANNETT CO INC [LCI]

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Principal Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ 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	02/06/2015		M	2,000 A	\$ 3.55 15,736	D	
Common Stock	02/06/2015		S	2,000 D	\$ 53 13,736	D	
Common Stock	02/06/2015		M	4,000 A	\$ 4.16 17,736	D	
Common Stock	02/06/2015		S	4,000 D	\$ 53.04 13,736	D	
Common Stock	02/06/2015		M	4,333 A	\$ 13.86 18,069	D	

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Common Stock	02/06/2015	S	4,333	D	\$ 53.04	13,736	D
Common Stock	02/06/2015	S	1,716	D	\$ 52.31	12,020	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)

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	\$ 3.55	02/06/2015		M	2,000	08/25/2014 08/25/2021	Comm Stock	2,000
Stock Option - Right to Buy	\$ 4.16	02/06/2015		M	4,000	<u>(1)</u> 10/25/2022	Common Stock	4,000
Stock Option - Right to Buy	\$ 13.86	02/06/2015		M	4,333	09/05/2014 09/04/2023	Common Stock	4,333

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Landis G. Michael 9000 STATE ROAD PHILADELPHIA, PA 19136			Principal Accounting Officer	

Signatures

/s/ G. Michael

Landis

02/10/2015

__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) Stock Options became exercisable as follows: 2,000 on 10/26/2013; 2,000 on 10/26/2014.

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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