

MCGEE JAMES E
Form 4
February 21, 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 *
MCGEE JAMES E

2. Issuer Name and Ticker or Trading Symbol
ANIMAS CORP [PUMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, Patient Services

C/O ANIMAS CORPORATION, 200 LAWRENCE DRIVE

(Street)

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

WEST CHESTER, PA 19380

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) (Instr. 3 and 4) | | |
| Common Stock | 02/17/2006 | | D | | 2,040 (1) | D | |
| | | | | | \$ 24.5 (2) | | |

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)

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 9.38 | 02/17/2006 | | D | 53,334 | ⁽³⁾ | 06/11/2013 | Common Stock | 53,334 |
| Employee Stock Option (Right to Buy) | \$ 15.63 | 02/17/2006 | | D | 25,000 | ⁽⁴⁾ | 12/31/2014 | Common Stock | 25,000 |
| Employee Stock Option (Right to Buy) | \$ 19.5 | 02/17/2006 | | D | 24,000 | ⁽⁵⁾ | 08/10/2015 | Common Stock | 24,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCGEE JAMES E C/O ANIMAS CORPORATION 200 LAWRENCE DRIVE WEST CHESTER, PA 19380 | | | EVP, Patient Services | |

Signatures

/s/ Richard A. Baron, Attorney in Fact for James E. McGee

02/17/2006

__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) This amount includes shares of common stock acquired in accordance with the terms of the Agreement and Plan of Merger, dated as of December 16, 2005, among Animas Corporation, Johnson & Johnson and Emerald Merger Sub, Inc., a wholly owned subsidiary of Johnson & Johnson (the "Merger Agreement"), whereby under the terms thereof, each participant's outstanding right to purchase shares of common stock under Animas Corporation's Employee Stock Purchase Plan ("ESPP") was terminated, and all amounts allocated for each

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participant's account (including executive officers) under the ESPP as of December 31, 2005 were used to purchase shares of common stock at the applicable price determined pursuant to the ESPP, using December 31, 2005 as the final purchase date for the then outstanding offering period.

- (2) Pursuant to the terms of the Merger Agreement, each issued and outstanding share of common stock was automatically canceled and was converted into the right to receive a per share amount equal to \$24.50 in cash, without interest.

- (3) This option, which provided for vesting in five equal annual installments commencing on June 11, 2004, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

- (4) This option, which provided for vesting in three equal annual installments commencing on December 31, 2005, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

- (5) This option, which provided for vesting in three installments with 33.4% vesting on April 24, 2006, 33.3% vesting on April 24, 2007 and 33.3% vesting on April 23, 2008, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

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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