

ALKERMES INC  
Form 4  
September 20, 2011

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
POPS RICHARD F

(Last) (First) (Middle)

852 WINTER ST.

(Street)

WALTHAM, MA 02451

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ALKERMES INC [ALKS]

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/16/2011

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)

President and CEO

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Common<br>Stock                       | 09/16/2011                              |                                                             | D                                    | 424,354                                                                 | D 0                                                                                                                | D                                                                    |                                         |

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

**Persons who respond to the collection of  
information contained in this form are not  
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displays a currently valid OMB control  
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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<br>Derivative<br>Security<br>(Instr. 3)      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                 | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                            |
|----------------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----------------|------------------------------------------------------------------|----------------------------|
|                                                          |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                 | Date<br>Exercisable                                            | Expiration Date | Title                                                            | Amount<br>Number<br>Shares |
| Incentive<br>Stock<br>Option<br>(Right to<br>Buy)        | \$ 19.4                                                               | 09/16/2011                              |                                                             | D                                       | 5,155                                                                                                     | <u>(2)</u>                                                     | 10/02/2011      | Common<br>Stock                                                  | 5,155                      |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 19.4                                                               | 09/16/2011                              |                                                             | D                                       | 244,845                                                                                                   | <u>(2)</u>                                                     | 10/02/2011      | Common<br>Stock                                                  | 244,845                    |
| Incentive<br>Stock<br>Option<br>(Right to<br>Buy)        | \$ 4.77                                                               | 09/16/2011                              |                                                             | D                                       | 20,968                                                                                                    | <u>(2)</u>                                                     | 07/18/2012      | Common<br>Stock                                                  | 20,968                     |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 4.77                                                               | 09/16/2011                              |                                                             | D                                       | 104,032                                                                                                   | <u>(2)</u>                                                     | 07/18/2012      | Common<br>Stock                                                  | 104,032                    |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.36                                                               | 09/16/2011                              |                                                             | D                                       | 350,000                                                                                                   | <u>(2)</u>                                                     | 12/12/2012      | Common<br>Stock                                                  | 350,000                    |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 9.97                                                               | 09/16/2011                              |                                                             | D                                       | 156,220                                                                                                   | <u>(2)</u>                                                     | 04/25/2013      | Common<br>Stock                                                  | 156,220                    |
| Incentive<br>Stock<br>Option<br>(Right to                | \$ 9.97                                                               | 09/16/2011                              |                                                             | D                                       | 10,030                                                                                                    | <u>(2)</u>                                                     | 04/25/2013      | Common<br>Stock                                                  | 10,030                     |

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Buy)

Non  
Qualified  
Stock  
Option  
(Right to  
Buy)

\$ 14.57

09/16/2011

D

149,625

(2)

10/17/2013

Common  
Stock

149,

Non  
Qualified  
Stock  
Option  
(Right to  
Buy)

\$ 12.16

09/16/2011

D

184,125

(2)

12/10/2013

Common  
Stock

184,

Non  
Qualified  
Stock  
Option  
(Right to  
Buy)

\$ 12.3

09/16/2011

D

141,870

(2)

07/12/2014

Common  
Stock

141,

Incentive  
Stock  
Option  
(Right to  
Buy)

\$ 12.3

09/16/2011

D

8,130

(2)

07/12/2014

Common  
Stock

8,1

Non  
Qualified  
Stock  
Option  
(Right to  
Buy)

\$ 14.9

09/16/2011

D

350,000

(2)

12/17/2014

Common  
Stock

350,

Incentive  
Stock  
Option  
(Right to  
Buy)

\$ 18.6

09/16/2011

D

5,376

(2)

12/09/2015

Common  
Stock

5,3

Non  
Qualified  
Stock  
Option  
(Right to  
Buy)

\$ 18.6

09/16/2011

D

182,124

(2)

12/09/2015

Common  
Stock

182,

Incentive  
Stock  
Option  
(Right to  
Buy)

\$ 20.79

09/16/2011

D

4,810

(2)

05/02/2016

Common  
Stock

4,8

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|                                                          |          |            |   |         |            |                           |                 |         |
|----------------------------------------------------------|----------|------------|---|---------|------------|---------------------------|-----------------|---------|
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 20.79 | 09/16/2011 | D | 88,940  | <u>(2)</u> | 05/02/2016                | Common<br>Stock | 88,940  |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 14.38 | 09/16/2011 | D | 120,000 | <u>(2)</u> | 12/12/2016                | Common<br>Stock | 120,000 |
| Incentive<br>Stock<br>Option<br>(Right to<br>Buy)        | \$ 15.95 | 09/16/2011 | D | 6,269   | <u>(2)</u> | 06/01/2017                | Common<br>Stock | 6,269   |
| Non<br>Qualified<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 15.95 | 09/16/2011 | D | 93,731  | <u>(2)</u> | 06/01/2017                | Common<br>Stock | 93,731  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 14.13 | 09/16/2011 | D | 50,000  | <u>(4)</u> | 11/05/2017                | Common<br>Stock | 50,000  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 12.29 | 09/16/2011 | D | 170,000 | <u>(5)</u> | 05/27/2018                | Common<br>Stock | 170,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 8.55  | 09/16/2011 | D | 220,000 | <u>(6)</u> | 05/26/2019                | Common<br>Stock | 220,000 |
| Restricted<br>Stock<br>Award                             | \$ 0     | 09/16/2011 | D | 25,000  | <u>(7)</u> | 05/26/2014 <sup>(7)</sup> | Common<br>Stock | 25,000  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)         | \$ 9.21  | 09/16/2011 | D | 500,000 | <u>(9)</u> | 11/18/2019                | Common<br>Stock | 500,000 |

|                                      |           |            |   |         |             |             |              |         |
|--------------------------------------|-----------|------------|---|---------|-------------|-------------|--------------|---------|
| Restricted Stock Award               | \$ 0      | 09/16/2011 | D | 250,000 | <u>(10)</u> | <u>(10)</u> | Common Stock | 250,000 |
| Employee Stock Option (Right to Buy) | \$ 11.74  | 09/16/2011 | D | 325,000 | <u>(11)</u> | 05/17/2020  | Common Stock | 325,000 |
| Restricted Stock Unit Award          | \$ 0      | 09/16/2011 | D | 24,375  | <u>(11)</u> | <u>(11)</u> | Common Stock | 24,375  |
| Employee Stock Option (Right to Buy) | \$ 18.105 | 09/16/2011 | D | 400,000 | <u>(12)</u> | 05/20/2021  | Common Stock | 400,000 |
| Restricted Stock Unit Award          | \$ 0      | 09/16/2011 | D | 32,500  | <u>(12)</u> | <u>(12)</u> | Common Stock | 32,500  |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                   |       |
|-------------------------------------------------------|---------------|-----------|-------------------|-------|
|                                                       | Director      | 10% Owner | Officer           | Other |
| POPS RICHARD F<br>852 WINTER ST.<br>WALTHAM, MA 02451 | X             |           | President and CEO |       |

## Signatures

/s/ Jennifer Baptiste, attorney-in-fact for Richard F. Pops 09/20/2011

\_\_\_\_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).
- Disposition made in connection with the conversion of shares pursuant to the merger of Alkermes, Inc. and the global drug delivery technologies business of Elan (the "Merger") into an equal number of ordinary shares of Alkermes plc having a market value, based on the closing price on the effective date of the Merger, of \$16.57 per share.
- (1) These options are fully vested in accordance with their terms.
  - (2) Options assumed/converted in the Merger into the right to buy the same number of ordinary shares of Alkermes plc on substantially the same terms.
  - (3) 75% vested as of 9/16/11, remainder vests on 11/5/11.
  - (4) 75% vested as of 9/16/11, remainder vests on 5/27/12.
  - (5) 50% vested as of 9/16/11, remainder vests in 2 equal annual installments beginning on 5/26/12.

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- (7) Performance-based restricted stock unit award. Commencing on 5/26/10, a determination will be made if the performance criteria have been met. Shares subject to the award vest in full upon the achievement of the performance criteria. If such performance criteria have not been met within a period of five years from the date of grant, all of the shares subject to the award are forfeited.
- (8) Restricted stock unit awards assumed/converted in the Merger into the right to acquire the same number of ordinary shares of Alkermes plc on substantially the same terms.
- (9) 25% vested as of 9/16/11, remainder vests in 3 equal annual installments beginning on 11/18/11.
- (10) 50% vests on 11/18/12 and 50% vests on 11/18/13.
- (11) 25% vested as of 9/16/11, remainder vests in 3 equal annual installments beginning on 5/17/12.
- (12) Vests in 4 equal annual installments beginning on 5/20/12.

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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