Edgar Filing: Pearce Michael Cooper - Form 4

Pearce Michael Cooper

Form 4 September 02	2 2011										
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FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							OMB Number:	3235-0287			
if no long subject to Section 1 Form 4 o Form 5 obligation may cont	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 16. Form 4 or Form 5 obligations may continue. See Instruction 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							Expires:January 31, 2005Estimated average burden hours per response0.5			
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> Pearce Michael Cooper			2. Issuer Name and Ticker or Trading Symbol PERNIX THERAPEUTICS HOLDINGS, INC. [PTX]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle) 10003 WOODLOCK FOREST DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 08/31/2011					X_ Director 10% Owner Officer (give title Other (specify below) below)			
	(Street) 4. If Amendmer Filed(Month/Day				-			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
THE WOOI	DLANDS, TX 77	380						Form filed by M Person	Iore than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ities Acc	uired, Disposed of	, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	any		med on Date, if Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) (A)			Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
~				Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	08/31/2011			S <u>(1)</u>	500	D	\$ 8.6 (2)	32,700	D		
Common Stock	09/01/2011			S <u>(1)</u>	500	D	\$ 8.76	32,200	D		

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	Date	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address		Relationships						
	Director	10% Owner	Officer	Other				
Pearce Michael Cooper 10003 WOODLOCK FOREST DRIVE THE WOODLANDS, TX 77380	Х							
Signatures								
/s/Michael C. 09/02/201	l							

<u>**</u>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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 7/29/11.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.53 to \$8.65, inclusive. The reporting person undertakes to provide to Pernix Therapeutics Holdings, Inc., any security holder of Pernix

- (2) Therapeutics Holdings, Inc., or the staff of the Securities Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 2 and 3 to this Form 4.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.72 to \$8.84, inclusive.

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.