

JONES W NEIL
Form 4
April 16, 2007

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

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 *
JONES W NEIL

2. Issuer Name and Ticker or Trading Symbol
NOVEN PHARMACEUTICALS INC [NOVN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/12/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, Marketing & Sales

C/O NOVEN PHARMACEUTICALS, INC., 11960 S.W. 144TH STREET
(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

MIAMI, FL 33186

(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 Indirect Beneficial Ownership (Instr. 4) |
|-----------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock (\$0.0001 par value) | 04/12/2007 | | M ⁽¹⁾ | | 1,391 | A | \$ 15.13 |
| Common Stock (\$0.0001 par value) | 04/12/2007 | | S ⁽¹⁾ | | 1,391 | D | \$ 24.9 |
| Common Stock | 04/12/2007 | | M ⁽¹⁾ | | 7,716 | A | \$ 10,228 13.68 |

(\$.0001 par value)

Common

Stock

(\$.0001 par value)

04/12/2007

S⁽¹⁾

7,716

D

\$ 24.9 2,512

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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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) | \$ 15.13 | 04/12/2007 | | M ⁽¹⁾ | 1,391 | ⁽²⁾ 11/05/2008 | Common Stock (\$0.0001 par value) | 1,391 |
| Stock Option (Right to Buy) | \$ 13.68 | 04/12/2007 | | M ⁽¹⁾ | 7,716 | ⁽³⁾ 11/14/2012 | Common Stock (\$0.0001 par value) | 7,716 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JONES W NEIL
C/O NOVEN PHARMACEUTICALS, INC.
11960 S.W. 144TH STREET
MIAMI, FL 33186

VP,
Marketing &
Sales

Signatures

/s/W. Neil Jones

04/13/2007

**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 transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2006.
- (2) The vesting of these options was accelerated by action of the issuer's Compensation Committee on December 28, 2005.
- (3) 25% exercisable beginning on 11/15/2006; 25% exercisable beginning on 11/15/07; 25% exercisable beginning on 11/15/2008; and 25% exercisable beginning on 11/15/09.

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.