

Shively Richard Scott
 Form 4
 December 31, 2008

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 *
 Shively Richard Scott

(Last) (First) (Middle)
 C/O ALPHARMA INC., 440
 ROUTE 22 EAST
 (Street)

BRIDGEWATER, NJ 08807

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 ALPHARMA INC [ALO]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/29/2008

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)
 See Remarks

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 22.84	12/29/2008		D			35,000		<u>(1)</u>	05/15/2017	Class A Common Stock	35,000
Stock Option (right to buy)	\$ 24.05	12/29/2008		D			9,260		<u>(1)</u>	02/21/2018	Class A Common Stock	9,260
Stock Option (right to buy)	\$ 24.87	12/29/2008		D			16,563		<u>(1)</u>	07/25/2018	Class A Common Stock	16,563
Restricted Stock	\$ 37	12/29/2008		D			17,879		<u>(2)</u>	<u>(2)</u>	Class A Common Stock	17,879

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shively Richard Scott C/O ALPHARMA INC. 440 ROUTE 22 EAST BRIDGEWATER, NJ 08807			See Remarks	

Signatures

/s/ Karen M. Sheehan, signing pursuant to Power of Attorney granted by Richard Scott Shively 12/31/2008

__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) These options, which provided for vesting at a rate of 25% on each of the four anniversary dates immediately following the date of the grant, subject to the forfeiture and acceleration provisions in the award agreement, whether or not vested, were fully vested and canceled pursuant to the Merger Agreement in exchange for the right to receive cash payment for each such option of the excess of \$37.00 per option, without interest, and subject to any required withholding of taxes, over the per share exercise price of such option, at the effective time of the merger.

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- (2) The restricted stock, which provided for vesting on the third anniversary date of the grant date, subject to the forfeiture and acceleration provisions in the award agreement, whether or not vested, were fully vested and canceled pursuant to the Merger Agreement in exchange for the right to receive cash payment for each restricted stock of \$37.00, without interest and subject to any required withholding of taxes, at the effective time of the merger.

Remarks:

SVP Pharma Commercial Ops, Alharma Pharmaceuticals, LLC

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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