

SMITH KEVIN  
Form 4  
December 01, 2009

**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 \*  
SMITH KEVIN

2. Issuer Name and Ticker or Trading Symbol  
LANNETT CO INC [LCI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
9000 STATE ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/28/2002

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice President

PHILADELPHIA, PA 19136

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

(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 (A) or (D) Price			
Common Stock	09/18/2007		A	9,300 (1) A \$ 0	13,560 (2)	D	
Common Stock	09/18/2007		A	5,958 (3) A \$ 0	19,518	D	
Common Stock	01/01/2008		F	2,361 (4) D \$ 0	17,157	D	
Common Stock	09/18/2009		F	1,037 (5) D \$ 0	16,120	D	

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

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(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
Option to Buy	\$ 7.97	10/28/2002		A	38,760	<u>(6)</u> 10/28/2012	Common Stock	38,760
Option to Buy	\$ 17.36	10/24/2003		A	13,000	<u>(7)</u> 10/24/2013	Common Stock	13,000
Option to Buy	\$ 16.04	05/11/2004		A	20,000	<u>(8)</u> 05/11/2014	Common Stock	20,000
Option to Buy	\$ 5.18	10/25/2005		A	12,000	<u>(9)</u> 10/25/2015	Common Stock	12,000
Option to Buy	\$ 6.89	11/28/2006		A	15,000	<u>(10)</u> 11/28/2016	Common Stock	15,000
Option to Buy	\$ 4.03	09/18/2007		A	50,000	<u>(11)</u> 09/18/2017	Common Stock	50,000
Option to Buy	\$ 2.8	09/18/2008		A	16,000	<u>(12)</u> 09/18/2018	Common Stock	16,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH KEVIN 9000 STATE ROAD PHILADELPHIA, PA 19136			Vice President	

## Signatures

Keith R. Ruck 12/01/2009

\*\*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) Represents restricted stock award vesting 1/3 each on 9/18/2008, 9/18/2009 and 9/18/2010.  
Includes 76 shares acquired under the Company's Stock Purchase Plan on March 31, 2005; 260 shares acquired in May 2006, which acquisition was previously reported on a Form 4 filed on May 26, 2006; and 4,000 shares acquired in November 2008 which were previously reported on two Form 4s filed in November 2008.
- (2) Represents restricted stock award which fully vested on 1/1/2008.
- (3) Mr. Smith elected to withhold 2,361 shares in satisfaction of income tax withholding requirements in connection with the vesting on such date of the restricted stock award described in footnote (3) above.
- (4) Mr. Smith elected to withhold 1,037 shares in satisfaction of income tax withholding requirements in connection with the vesting on such date of the restricted stock award described in footnote (1) above.
- (5) Exercisable in 1/3 annual increments on 10/28/2003, 10/28/2004, and 10/28/2005.
- (6) Exercisable in 1/3 annual increments on 10/24/2004, 10/24/2005, and 10/24/2006.
- (7) Exercisable in 1/3 annual increments on 5/11/2005, 5/11/2006, and 5/11/2007.
- (8) Exercisable in 1/3 annual increments on 10/25/2006, 10/25/2007, and 10/25/2008.
- (9) Exercisable in 1/3 annual increments on 11/28/2007, 11/28/2008, and 11/28/2009.
- (10) Exercisable in 1/3 annual increments on 9/18/2008, 9/18/2009, and 9/18/2010.
- (11) Exercisable in 1/3 annual increments on 9/18/2009, 9/18/2010, and 9/18/2011.

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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