ALPHARMA INC Form 4

FORM 4

June 27, 2005

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

0.5

Check this box

January 31, Expires: 2005

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response...

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * KANIN LOVERS JILL

(First)

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Middle)

(Zip)

ALPHARMA INC [ALO] 3. Date of Earliest Transaction

X_ Director 10% Owner

31 WALLACKS LANE

(Month/Day/Year) 06/23/2005

Officer (give title Other (specify 6. Individual or Joint/Group Filing(Check

(Check all applicable)

below)

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

STAMFORD, CT 06831

Person Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership Securities Form: Direct Beneficially (D) or Indirect Beneficial Owned Following (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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)

7. Nature of

Ownership

(Instr. 4)

Indirect

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number 4. Transaction of Derivative Expiration Date Code Securities (Instr. 8) Acquired

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri Secu (Inst

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	Derivative Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)					
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0 (1)	06/23/2005	A		5,000		<u>(2)</u>	<u>(3)</u>	Common Stock A	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner runner runners	Director	10% Owner	Officer Other				
KANIN LOVERS JILL 31 WALLACKS LANE STAMFORD, CT 06831	X						

Signatures

By: Marie Amerasinghe, V.P. For: Jill Kanin-Lovers 06/27/2005

**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).
- Each Restricted Stock Unit represents the right to receive one share of the Issuer's Class A Common Stock, for no additional consideration, upon the vesting of such Restricted Stock Unit, all in accordance with the terms and conditions of the Restricted Stock Unit Award Agreement, dated as of the date of the grant between the Reporting Person and the Issuer. For informational purposes only, the closing price of the Issuer's Class A Common Stock on June 23, 2005 was \$14.39.
- Restricted Stock Units do not vest until twelve months following the Reporting Persons retirement from the Issuer's Board of Directors (the "Board"). Subject to all applicable federal, state and local laws regarding the deferral of director compensation, the Reporting Person may elect to defer receipt of the Class A Common Stock by making an election, in accordance with the Issuer's Amended and Restated Deferred Compensation Plan.
- (3) Restricted Stock Units do not have an expiration date, but they are subject to forferture if the Reporting Person resigns from the Board, subject to the terms and conditions of the Restricted Stock Unit Award Agreement.

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.

Reporting Owners 2