

GRAHAM WILLIAM A IV

Form 4

February 21, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAHAM WILLIAM A IV

(Last) (First) (Middle)

C/O THE GRAHAM
COMPANY, THE GRAHAM
BLDG., ONE PENN SQUARE
WEST

(Street)

PHILADELPHIA, PA 19102

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ANIMAS CORP [PUMP]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2006

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)

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 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)
Common Stock	02/17/2006		D	1,437,587	D 24.5 0 (1)	D	
Common Stock	02/17/2006		D	35,640	D 24.5 0 (1)	I	See Footnote (2)
Common Stock	02/17/2006		D	20,759	D 24.5 0 (1)	I	See Footnote (3)

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Common Stock	02/17/2006	D	149,111	D	\$ 24.5 (1)	0	I	See Footnote (4)
Common Stock	02/17/2006	D	149,111	D	\$ 24.5 (1)	0	I	See Footnote (5)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 4.69	02/17/2006		D		20,000		<u>(6)</u>	01/01/2010	Common Stock	20,000
Director Stock Option (Right to Buy)	\$ 9.38	02/17/2006		D		13,334		<u>(6)</u>	01/01/2012	Common Stock	13,334
Director Stock Option (Right to Buy)	\$ 15	02/17/2006		D		10,668		<u>(7)</u>	12/31/2013	Common Stock	10,668
Director Stock Option (Right to Buy)	\$ 15	02/17/2006		D		4,667		<u>(8)</u>	05/25/2014	Common Stock	4,667
	\$ 17.71	02/17/2006		D		10,000		<u>(9)</u>	05/17/2015		10,000

Director								Common	
Stock								Stock	
Option									
(Right to									
Buy)									
Warrant									
to									
Purchase	\$ 7.5	02/17/2006		D	13,334	(10)	11/16/2010	Common	13,334
Common								Stock	
Stock									

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAHAM WILLIAM A IV C/O THE GRAHAM COMPANY THE GRAHAM BLDG., ONE PENN SQUARE WEST PHILADELPHIA, PA 19102	X			

Signatures

/s/ Richard A. Baron, Attorney In Fact for William A. Graham, IV

02/17/2006

**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) Pursuant to the terms of the Agreement and Plan of Merger, dated as of December 16, 2005, among Animas Corporation, Johnson & Johnson and Emerald Merger Sub, Inc., a wholly owned subsidiary of Johnson & Johnson (the "Merger Agreement"), each issued and outstanding share of common stock was automatically canceled and was converted into the right to receive a per share amount equal to \$24.50 in cash, without interest.

(2) Mr. Graham's spouse is a trustee of the Deed of Trust of William A. Graham, IV, Settlor, dated July 27, 1998, which is for Mr. Graham's spouse's benefit and the benefit of their children. Mr. Graham disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Graham is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(3) Mr. Graham's spouse is a trustee of the Deed of Trust of William A. Graham, IV, Settlor, dated May 29, 1996, which is for Mr. Graham's spouse's benefit and the benefit of their children. Mr. Graham disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Graham is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(4) Mr. Graham is the trustee of the Trust under Agreement of Laura M. Graham, dated June 19, 2000, which is for the benefit of one of his children. Mr. Graham disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Graham is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(5) Mr. Graham is the trustee of the Trust under Agreement of William A. Graham, V, dated March 16, 2000, which is for the benefit of one of his children. Mr. Graham disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Mr. Graham is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(6) This option, which was fully vested, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

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- (7) This option, which provided for vesting in eight equal quarterly installments commencing on March 31, 2004, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.
- (8) This option, which provided for vesting in four equal quarterly installments commencing on June 30, 2004, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.
- (9) This option, which provided for vesting in four equal quarterly installments commencing on August 17, 2005, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.
- (10) This warrant, which was exercisable in whole prior to the date of this filing, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the warrant, multiplied by the number of shares of common stock subject to the warrant.

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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