

Freund John Gordon
 Form 4
 May 23, 2011

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 *
 Freund John Gordon

(Last) (First) (Middle)

525 UNIVERSITY AVENUE

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MAP Pharmaceuticals, Inc. [MAPP]

3. Date of Earliest Transaction (Month/Day/Year)
 05/19/2011

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 Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock	05/20/2011		J ⁽¹⁾		3,548	D	\$ 0 0	I	By Skyline Venture Management III, LLC ⁽²⁾
Common Stock	05/20/2011		J ⁽³⁾		3,168	A	\$ 0 5,152	I	By Freund LP ⁽⁴⁾

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)

Edgar Filing: Freund John Gordon - Form 4

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 (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)	\$ 16.47	05/19/2011		A	7,500	⁽⁵⁾ 05/18/2021	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Freund John Gordon 525 UNIVERSITY AVENUE PALO ALTO, CA 94301	X	X		

Signatures

/s/ John G.
Freund
05/23/2011

**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 a pro-rata in-kind distribution by Skyline Venture Management III, LLC. ("SVMIII") without consideration to its members. These shares are owned by SVMIII. The Reporting Person is a Managing Director of SVMIII and may be deemed to share voting and investment power with respect to the shares of Common Stock held by SEF. The Reporting Person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (3) The amounts shown to represent the beneficial ownership of the Issuer's equity securities by the John Freund Family Partnership IV, L.P. and the John Freund Revocable Trust u/a/d 6/26/01 (together, the "Freund LP") which includes: (i) 3,431 shares directly held by the John Freund Family Partnership IV, L.P. and (ii) 1,721 shares directly held by the John Freund Revocable Trust u/a/d 6/26/01. The Reporting Person disclaims beneficial ownership of the shares held by Freund LP except to the extent of his proportionate pecuniary interest therein.
- (4) The shares are held by the John Freund Family Partnership IV, L.P. ("JFFP") and the John G. Freund Revocable Trust u/a/d 6/26/01. The Reporting Person is the trustee and beneficiary of The John G. Freund Revocable Trust u/a/d 6/26/01, which serves as the general partner of JFFP. The Reporting Person is a member of JFFP. The Reporting Person disclaims beneficial ownership of the shares held by Freund LP except to the extent of his proportionate pecuniary interest therein.

Edgar Filing: Freund John Gordon - Form 4

The option shall vest with respect to 1/12 of the total number of shares subject to the option on each monthly anniversary of the grant
(5) date, subject to the Participant's continued status as a Director on each applicable vesting date, such that all Shares subject to the option shall be fully vested on the first year anniversary of the grant date.

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.