

BARON RICHARD A

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

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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BARON RICHARD A**

(Last) (First) (Middle)

**C/O ANIMAS  
CORPORATION, 200 LAWRENCE  
DRIVE**

(Street)

**WEST CHESTER, PA 19380**

(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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)  
VP, Finance and CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) | Price   |  |   |
| Common Stock                    | 02/17/2006                           |  | D                              |   | 22,055 (1)        | \$ 24.5 (2)   | 0  | D   |
| Common Stock                    | 02/17/2006                           |  | D                              |   | 100               | \$ 24.5 (2)   | 0  | I By Son  |
| Common Stock                    | 02/17/2006                           |  | D                              |   | 100               | \$ 24.5 (2)   | 0  | I By Daughter   |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|--|---|---|--------------------------------------|--|--|--------------------|---|-------------------------------------|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 4.69  | 02/17/2006                              |   | D                                    | 58,667   | <u>(3)</u>   | 05/01/2010         | Common<br>Stock   | 58,667                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 9.38  | 02/17/2006                              |   | D                                    | 10,000   | <u>(4)</u>   | 03/01/2012         | Common<br>Stock   | 10,000                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 9.38  | 02/17/2006                              |   | D                                    | 11,334   | <u>(5)</u>   | 12/31/2012         | Common<br>Stock   | 11,334                              |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 19.5  | 02/17/2006                              |   | D                                    | 68,000   | <u>(6)</u>   | 08/10/2015         | Common<br>Stock   | 68,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| BARON RICHARD A<br>C/O ANIMAS CORPORATION<br>200 LAWRENCE DRIVE | VP, Finance and CFO              |

WEST CHESTER, PA 19380

## Signatures

/s/ Richard A.

02/17/2006

Baron

\_\_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).

This amount includes shares of common stock acquired in accordance with 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"), whereby under the terms thereof, each participant's outstanding right to purchase shares of

(1) common stock under Animas Corporation's Employee Stock Purchase Plan ("ESPP") was terminated, and all amounts allocated for each participant's account (including executive officers) under the ESPP as of December 31, 2005 were used to purchase shares of common stock at the applicable price determined pursuant to the ESPP, using December 31, 2005 as the final purchase date for the then outstanding offering period.

(2) Pursuant to the terms of 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.

This option, which was fully vested, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal

(3) 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.

This option, which provided for vesting in five equal annual installments commencing on March 1, 2003, was canceled pursuant to the

(4) 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.

This option, which provided for vesting in five equal annual installments commencing on December 31, 2003, was canceled pursuant to

(5) 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.

This option, which provided for vesting in three installments with 33.4% vesting on May 1, 2006, 33.3% vesting on May 1, 2007 and

(6) 33.3% vesting on May 1, 2008, 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.

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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