

VIROPHARMA INC
Form 4
January 21, 2014

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 *
MILANO VINCENT

(Last) (First) (Middle)
730 STOCKTON DRIVE
(Street)

EXTON, PA 19341

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
VIROPHARMA INC [VPHM]

3. Date of Earliest Transaction
(Month/Day/Year)
01/17/2014

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)
President and CEO

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)
			Code	V	Amount or Price		
Common Stock	01/17/2014		M		18,582 A \$ 3.14	421,737	D
Common Stock	01/17/2014		M		7,503 A \$ 7.05	429,240	D
Common Stock	01/17/2014		M		5,068 A \$ 19.73	434,308	D
Common Stock	01/17/2014		M		6,561 A \$ 15.24	440,869	D
Common Stock	01/17/2014		M		6,251 A \$ 9.96	447,120	D

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Common Stock	01/17/2014	M	3,778	A	\$ 9.99	450,898	D
Common Stock	01/17/2014	M	7,407	A	\$ 13.5	458,305	D
Common Stock	01/17/2014	M	12,690	A	\$ 5.91	470,995	D
Common Stock	01/17/2014	M	11,286	A	\$ 8.86	482,281	D

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

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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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 3.14	01/17/2014		M	18,582	01/21/2006 ⁽¹⁾ 01/21/2015	Common Stock	18,582
Employee Stock Option (Right to Buy)	\$ 7.05	01/17/2014		M	7,503	06/21/2006 ⁽¹⁾ 06/21/2015	Common Stock	7,503
Employee Stock Option (Right to Buy)	\$ 19.73	01/17/2014		M	5,068	01/17/2007 ⁽¹⁾ 01/17/2016	Common Stock	5,068
Employee Stock Option	\$ 15.24	01/17/2014		M	6,561	01/12/2008 ⁽¹⁾ 01/12/2017	Common Stock	6,561

(Right to Buy)										
Employee Stock Option (Right to Buy)	\$ 9.96	01/17/2014	M	6,251	01/11/2009 ⁽¹⁾	01/11/2018	Common Stock	6,251		
Employee Stock Option (Right to Buy)	\$ 9.99	01/17/2014	M	3,778	06/13/2009 ⁽¹⁾	06/13/2018	Common Stock	3,778		
Employee Stock Option (Right to Buy)	\$ 13.5	01/17/2014	M	7,407	01/08/2010 ⁽¹⁾	01/08/2019	Common Stock	7,407		
Employee Stock Option (Right to Buy)	\$ 5.91	01/17/2014	M	12,690	06/11/2010 ⁽¹⁾	06/11/2019	Common Stock	12,690		
Employee Stock Option (Right to Buy)	\$ 8.86	01/17/2014	M	11,286	01/07/2011 ⁽¹⁾	01/07/2020	Common Stock	11,286		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILANO VINCENT 730 STOCKTON DRIVE EXTON, PA 19341	X		President and CEO	

Signatures

/s/ J. Peter Wolf,
attorney-in-fact

01/21/2014

**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) The options vest in four equal annual installments beginning on the first anniversary date from time of grant.

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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