

VIROPHARMA INC

Form 4

January 28, 2014

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PIEN HOWARD H

(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)  
01/24/2014

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)

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	01/24/2014		U	9,000 D \$ 50 0		D	

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)

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

# Edgar Filing: VIROPHARMA INC - Form 4

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 Am Underlying Sec (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Non-qualified Stock Option (Right to Buy)	\$ 9.29	01/24/2014		D	7,500	02/20/2007 <sup>(1)</sup> 05/18/2016	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 9.29	01/24/2014		D	25,000	05/19/2007 <sup>(3)</sup> 05/18/2016	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 17.76	01/24/2014		D	10,000	02/26/2008 <sup>(4)</sup> 02/25/2017	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 9.15	01/24/2014		D	10,000	02/25/2009 <sup>(4)</sup> 02/25/2018	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 5.68	01/24/2014		D	15,000	02/22/2010 <sup>(4)</sup> 02/22/2019	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 31.74	01/24/2014		D	15,000	02/24/2013 <sup>(4)</sup> 02/24/2022	Common Stock
Stock Option (Right to Buy)	\$ 10.76	01/24/2014		D	15,000	02/22/2011 <sup>(4)</sup> 02/22/2020	Common Stock
Stock Option (Right to Buy)	\$ 17.3	01/24/2014		D	15,000	02/21/2012 <sup>(4)</sup> 02/21/2021	Common Stock
Stock Option (Right to Buy)	\$ 25.25	01/24/2014		D	15,000	02/22/2014 <sup>(4)</sup> 02/22/2023	Common Stock
Restricted Stock Units	<u>(5)</u>	01/24/2014		D	4,500	<u>(6)</u> <u>(6)</u>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PIEN HOWARD H 730 STOCKTON DRIVE EXTON, PA 19341	X			

## Signatures

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

01/28/2014

\_\_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 full on February 20, 2007.  
This derivative security, regardless of whether otherwise previously vested, was canceled in connection with the merger of ViroPharma Incorporated with and into Shire Pharmaceutical Holdings Ireland Limited, effective as of January 24, 2014 in exchange for a cash payment representing, in the case of stock options, the difference between the per-share exercise price of the stock option and \$50, and in the case of restricted stock units, \$50 per share.
- (2) The options vest in three equal annual installments beginning on the first anniversary date from time of grant.
- (3) The options vest in full one year from date of grant
- (4) Each restricted stock unit represents a contingent right to receive one share of VPHM common stock.
- (5) The restricted stock unit vests in full one year from the date of grant. Vested shares will be delivered to the reporting person upon vesting.

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.