

FINKELSTEIN AUDREY

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 *
FINKELSTEIN AUDREY

(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)
EVP Marketing Sales & Clinical

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)
				(A) or (D)			
			Code	V	Amount		Price

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

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information contained in this form are not
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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 Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 7.5	02/17/2006	D			26,667	<u>(1)</u>	01/01/2011	Common Stock	26,667
Employee Stock Option (Right to Buy)	\$ 9.38	02/17/2006	D			10,000	<u>(2)</u>	12/31/2012	Common Stock	10,000
Employee Stock Option (Right to Buy)	\$ 15	02/17/2006	D			40,000	<u>(3)</u>	12/31/2013	Common Stock	40,000
Employee Stock Option (Right to Buy)	\$ 15.63	02/17/2006	D			34,803	<u>(4)</u>	12/31/2014	Common Stock	34,803
Employee Stock Option (Right to Buy)	\$ 15.63	02/17/2006	D			5,197	<u>(4)</u>	12/31/2014	Common Stock	5,197

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FINKELSTEIN AUDREY C/O ANIMAS CORPORATION 200 LAWRENCE DRIVE WEST CHESTER, PA 19380			EVP Marketing Sales & Clinical	

Signatures

/s/ Richard A. Baron, Attorney-in-Fact for Audrey
Finkelstein

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).

This option, which provided for vesting in five equal annual installments commencing on January 1, 2002, was canceled pursuant to the terms of the Agreement and Plan of Merger, dated as of December 16, 2005, among Animas Corporation, Johnson & Johnson and

- (1) Emerald Merger Sub, Inc., a wholly owned subsidiary of Johnson & Johnson (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 equal annual installments commencing on December 31, 2003, was canceled pursuant to

- (2) 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 equal annual installments commencing on December 31, 2004, was canceled pursuant to

- (3) 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 equal annual installments commencing on December 31, 2005, was canceled pursuant to

- (4) 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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