Conover Charles Form 4 January 25, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Conover Charles

2. Issuer Name and Ticker or Trading Symbol

Issuer

ENZON PHARMACEUTICALS INC [ENZN]

(Check all applicable)

SVP, R&D Program Management

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner _X__ Officer (give title Other (specify

below)

C/O ENZON

PHARMACEUTICALS, INC., 20 KINGSBRIDGE ROAD

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

Filed(Month/Day/Year)

(Month/Day/Year)

01/23/2013

X Form filed by One Reporting Person Form filed by More than One Reporting

PISCATAWAY, NJ 08854

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Code (Instr. 8)

3.

TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

4. Securities

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I)

(Instr. 4)

Beneficial Ownership (Instr. 4)

(9-02)

(A)

Transaction(s) Code V Amount Price (D)

(Instr. 3 and 4)

Common Stock

01/23/2013

2,343

\$0 74,793 (2) 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)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						·
					4, and 5)						
									Amount		
						Date Exercisable	Expiration Date				
									Number		
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
Conover Charles C/O ENZON PHARMACEUTICALS, INC. 20 KINGSBRIDGE ROAD PISCATAWAY, NJ 08854			SVP, R&D Program Management				

Signatures

/s/ Andrew Rackear, Attorney-in-Fact

01/25/2013

**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 Form 4 is being filed to report the accelerated vesting of 2,343 restricted stock units (RSUs) that were originally granted to the Reporting Person on August 12, 2011. The August 12, 2011 grant consisted of 7,028 RSUs, which vest in full on August 12, 2014 if the

- (1) Reporting Person remains employed by the Issuer on such date, provided that 50% of the RSUs are subject to accelerated vesting upon the achievement of certain performance milestones. Certain of the performance milestones applicable to the RSU grant were achieved, resulting in the accelerated vesting of 2,343 of the RSUs on January 23, 2013.
- Because the RSUs granted to the Reporting Person on August 12, 2011 were previously included in the number of shares of common stock reported as beneficially owned by the Reporting Person, the accelerated vesting of 2,343 of the RSUs did not affect the number of shares reported as beneficially owned.

Remarks:

All RSU amounts in this Form 4 reflect an equitable adjustment approved by the Compensation Committee and made to the Is

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