

PATHEON INC
Form 4
March 12, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Wilson Dean Frederick

(Last) (First) (Middle)

4721 EMPEROR BLVD, SUITE 200

(Street)

DURHAM, NC 27703

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PATHEON INC [PTI]

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

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 below) ____ Other (specify
below)

VP Corporate Controller

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	(D)	Price

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 2.82 ⁽¹⁾	03/11/2014	D		15,000		09/29/2011 ⁽⁶⁾	09/29/2015	Restricted Voting Shares	15,000	
Employee Stock Option (right to buy)	\$ 2.33 ⁽¹⁾	03/11/2014	D		40,000		⁽²⁾ (6)	03/16/2020	Restricted Voting Shares	40,000	
Employee Stock Option (right to buy)	\$ 2.34 ⁽¹⁾	03/11/2014	D		31,500		⁽³⁾ (6)	06/14/2020	Restricted Voting Shares	31,500	
Employee Stock Option (right to buy)	\$ 1.85 ⁽¹⁾	03/11/2014	D		30,000		⁽⁴⁾ (6)	06/17/2022	Restricted Voting Shares	30,000	
Employee Stock Option (right to buy)	\$ 3.5 ⁽¹⁾	03/11/2014	D		20,000		⁽⁵⁾ (6)	03/12/2023	Restricted Voting Shares	20,000	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Wilson Dean Frederick 4721 EMPEROR BLVD SUITE 200 DURHAM, NC 27703	VP Corporate Controller

Signatures

/s/ Susan Downs,
Attorney-in-fact

03/12/2014

__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 exercise price was converted from Canadian dollars based on the March 10, 2014 closing rate of exchange of 1.1105 Canadian dollars per U.S. dollars as quoted by Reuters. The actual exercise price is the Canadian dollar amount regardless of the exchange rate on the date of exercise.

(2) The option vests in five equal annual installments on March 17, 2011, March 17, 2012, March 17, 2013, March 17, 2014 and March 17, 2015.

(3) The option vests in five equal annual installments on June 15, 2011, June 15, 2012, June 15, 2013, June 15, 2014, and June 15, 2015.

(4) The option vests in five equal annual installments on June 18, 2013, June 18, 2014, June 18, 2015, June 18, 2016, and June 18, 2017.

(5) The option vests in five equal annual installments on March 13, 2014, March 13, 2015, March 13, 2016, March 13, 2017, and March 13, 2018.

(6) Pursuant to the Arrangement Agreement (the "Agreement") by and between Patheon Inc. and JLL/Delta Patheon Holdings, L.P., dated as of November 18, 2013, on the effective date of the arrangement contemplated by the Agreement, this option was cancelled in exchange for a cash payment equal to the product of (i) the excess of US\$9.32 over the exercise price per share of the option and (ii) the total number of shares underlying 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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