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SYNAPTIC PHARMACEUTICAL CORP

Form 4

March 06, 2003

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment Company Act of 1940

[x] Check box if no longer subject to Section 16. Form 4 or Form 5 obligations
may continue. See Instruction 1(b).

1. Name and Address of Reporting Person*

H. Lundbeck A/S

(Last)

(First)

(Middle)

9 Ottiliavej DK-2500 Valby

(Street)

Copenhagen, Denmark

(City)

(State)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Synaptic Pharmaceutical Corporation (SNAP)

3. IRS Identification Number of Reporting Person, if an Entity (Voluntary)

4. Statement for Month/Year

March 6, 2003

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person to Issuer
(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

7. Individual or Joint/Group Filing (Check applicable line)

Form filed by one Reporting Person

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[] 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 (mm/dd/yy) | 2A. Deemed Execution Date, if any (mm/dd/yy) | 3. | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | |
|---|---|---|-----------------------------------|-----------|--|------------------|---------------------|
| | | | Transaction Code (Instr. 8) | Code V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 3/06/03 | | J(1) | | 12,085,055 | A | \$6.50 per share |

FORM 4 (continued)

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. Conver- sion or Exer- cise Price of Deriv- ative Secur- ity | 3. Trans- action Date (Month/ Day/ Year) | 4. Trans- action 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 Securities (Instr. 3 and 4) |
|--|---|--|--|--|-----|--|-------------------------|---|
| | | | | (A) | (D) | Date Exer- cisable | Expira- tion Date | |

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| | | | | | | |
|----------------------|----------|---------|------|-------|--------|----------|
| Series B | | | | | | |
| Convertible | | | | | | |
| Preferred Stock, par | | | | | | |
| value \$0.01 per | | | | | | |
| share | \$4.3358 | 3/06/03 | J(2) | 9,438 | Common | |
| | | | | | Stock | 2,176,76 |

| | | | | | | |
|--------------|----------|---------|------|--------|--------|----------|
| Series C | | | | | | |
| Convertible | | | | | | |
| Preferred | | | | | | |
| Stock, par | | | | | | |
| value \$0.01 | | | | | | |
| per share | \$5.9713 | 3/06/03 | J(3) | 25,562 | Common | |
| | | | | | Stock | 4,280,80 |

Explanation of Responses:

(1) Pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement") dated as of November 21, 2002, among H. Lundbeck A/S ("Lundbeck"), Viking Sub Corporation ("Viking Sub") and Synaptic Pharmaceutical Corporation ("Synaptic"), the merger (the "Merger") of Viking Sub with and into Synaptic became effective on March 6, 2003. At the effective time of the Merger, Synaptic had 12,085,055 shares of common stock, par value \$0.01 per share (the "Common Stock"), outstanding. Under the terms of the Merger Agreement, at the effective time of the Merger, each outstanding share of Common Stock was converted into the right to receive \$6.50 in cash, without interest. At the effective time of the Merger, Lundbeck became the beneficial owner of all 12,085,055 shares of Common Stock. Synaptic is now a wholly owned subsidiary of Lundbeck. In addition, pursuant to the terms of the Merger Agreement, the Common Stock ceased to be quoted on The Nasdaq Stock Market at the close of business on March 6, 2003, and it will no longer be publicly traded.

(2) At the effective time of the Merger, Synaptic had 9,438 shares of Series B Convertible Preferred Stock, par value \$0.01 per share (the "Series B Preferred Stock"), outstanding. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger, each outstanding share of Series B Preferred Stock was converted into the right to receive \$1,499.15 in cash, without interest, and ceased to be outstanding.

(3) At the effective time of the Merger, Synaptic had 25,562 shares of Series C Convertible Preferred Stock, par value \$0.01 per share (the "Series C Preferred Stock"), outstanding. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger, each outstanding share of Series C Preferred Stock was converted into the right to receive \$1,088.54 in cash, without interest, and ceased to be outstanding.

/s/ Claus Braestrup

March 6, 2003

**Signature of Reporting Person

Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

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See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Page 2 of 2