

AMARIN CORP PLC\UK
Form 4
July 30, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
THERO JOHN F

(Last) (First) (Middle)

C/O AMARIN PHARMA,
INC., 1430 ROUTE 206, SUITE 200

(Street)

BEDMINSTER, NJ 07921

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMARIN CORP PLC\UK [AMRN]

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

07/26/2012

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)
President

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Ordinary Shares ⁽¹⁾	07/26/2012		A		9,450 \$ 0 ⁽²⁾	D	
Ordinary Shares ⁽¹⁾	07/27/2012		M		150,926 A \$ 1.35 160,376 ⁽¹⁰⁾	D	
Ordinary Shares ⁽¹⁾	07/27/2012		S ⁽⁵⁾		150,926 D \$ 14.97 ⁽⁶⁾ 9,450	D	
Ordinary Shares ⁽¹⁾	07/27/2012		M		150,000 A \$ 3.4 159,450	D	
Ordinary Shares ⁽¹⁾	07/27/2012		S ⁽⁵⁾		150,000 D \$ 13.71 9,450	D	

(7)

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

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(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 (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 Amount of Underlying Security (Instr. 3 and 4)	
					Code	V	(A)	(D)	Date Exercisable		Expiration Date
Restricted Stock Units	\$ 0 ⁽⁴⁾	07/26/2012		A		9,450		⁽³⁾	⁽³⁾	Ordinary Shares ⁽¹⁾	9,450
Ordinary Shares ⁽¹⁾	\$ 1.35	07/27/2012		M		150,926		⁽⁸⁾	12/21/2019	Ordinary Shares ⁽¹⁾	150,926
Ordinary Shares ⁽¹⁾	\$ 3.4	07/27/2012		M		150,000		⁽⁹⁾	11/10/2020	Ordinary Shares ⁽¹⁾	150,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THERO JOHN F C/O AMARIN PHARMA, INC. 1430 ROUTE 206, SUITE 200 BEDMINSTER, NJ 07921			President	

Signatures

/s/ Frederick Ahlholm, by power of attorney

07/30/2012

**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 Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.

(2)

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On February 1, 2012, the Reporting Person was granted 56,700 restricted stock units (the "RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion. The RSUs vest in six equal installments based on the Issuer's satisfaction of certain performance criteria and continued employment of the Reporting Person as provided in the Restricted Stock Unit Award Agreement between the Issuer and the Reporting Person. The performance criteria for the first installment was met, resulting in vesting of 9,450 RSUs.

- (3) These RSUs vest on July 26, 2013, subject to continued employment of the Reporting Person through such date. Ordinary Shares will be delivered to the Reporting Person as soon as practicable after the vesting date.
- (4) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.
- (5) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2012.

- (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.73 to \$15.36, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

- (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$13.61 to \$13.83, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

- (8) On December 21, 2009, the Reporting Person was granted an option to purchase 900,000 Ordinary Shares under the Amarin Corporation plc 2002 Stock Option Plan. The stock option vests in four equal installments on December 21, 2010, June 21, 2011, June 21, 2012 and June 21, 2013.

- (9) On November 10, 2010, the Reporting Person was granted an option to purchase 1,200,000 Ordinary Shares under the Amarin Corporation plc 2002 Stock Option Plan. The stock option will vest in four equal annual installments on November 11, 2010, November 10, 2011, November 10, 2012 and November 10, 2013.

- (10) Since the date of the Reporting Person's last ownership report, he partially exercised the option granted December 21, 2009 in order to purchase 37,500 Ordinary Shares and transferred such Ordinary Shares to his ex-wife, all pursuant to a domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.

- (11) Since the date of the Reporting Person's last ownership report, he (i) partially exercised the option to purchase 37,500 Ordinary Shares and transferred such Ordinary Shares to his ex-wife, and (b) transferred the option to purchase 112,037 Ordinary Shares under the December 21, 2009 award to his ex-wife, all pursuant to a domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.

- (12) Since the date of the Reporting Person's last ownership report, he transferred the option to purchase 300,000 Ordinary Shares under the November 10, 2012 award pursuant to a domestic relations order. The Reporting Person no longer reports as beneficially owned any securities owned by his ex-wife.

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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