

MOLITEUS MAGNUS

Form 4

December 20, 2012

**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 \*  
MOLITEUS MAGNUS

2. Issuer Name **and** Ticker or Trading  
Symbol

DUSA PHARMACEUTICALS INC  
[DUSA]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

958 SUNSET RIDGE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/20/2012

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

BRIDGEWATER, NJ 08807

(City) (State) (Zip)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|--|---|
|                                       |   |   | Code                                    | V  | Amount   | (A)<br>or<br>(D)   | Price   |
| Common<br>Stock                       | 12/20/2012                              |   | U                                       |  | 46,625   | D  | \$ 8 0  |
| Common<br>Stock <sup>(1)</sup>        | 12/20/2012                              |   | U                                       |  | 11,875   | D  | \$ 8 0  |

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

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**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) | 8. Amount or Number of Shares of Underlying Security |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  |
| Non-qualified Stock Options                | \$ 9.5   | 12/20/2012                           |  | D                              | 10,000  | 06/30/2004   | 06/29/2014  | Common Stock 10,000                                  |
| Non-qualified Stock Options                | \$ 9.3   | 12/20/2012                           |  | D                              | 10,000  | 06/30/2005   | 06/29/2015  | Common Stock 10,000                                  |
| Non-qualified Stock Options                | \$ 5.65  | 12/20/2012                           |  | D                              | 10,000  | 06/30/2006   | 06/29/2013  | Common Stock 10,000                                  |
| Non-qualified Stock Options                | \$ 3.08  | 12/20/2012                           |  | D                              | 10,000  | 06/30/2007   | 06/29/2014  | Common Stock 10,000                                  |
| Non-qualified Stock Options                | \$ 2.15  | 12/20/2012                           |  | D                              | 10,000  | 06/30/2010   | 06/29/2017  | Common Stock 10,000                                  |

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships                    |
|--|----------------------------------|
|  | Director 10% Owner Officer Other |
| MOLITEUS MAGNUS<br>958 SUNSET RIDGE<br>BRIDGEWATER, NJ 08807 | X                                |

## Signatures

/s/ Magnus  
Moliteus 12/20/2012

\*\*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) These shares are restricted shares. Pursuant to the Agreement and Plan of Merger, dated as of November 8, 2012, by and among, Sun Pharmaceutical Industries Limited as assigned to Caraco Pharmaceutical Laboratories, Ltd., Caraco Acquisition Corporation and DUSA Pharmaceuticals, Inc. (the "Merger Agreement"), immediately prior to the date and time the merger becomes effective, each restricted share that is then outstanding and unvested shall immediately vest and become nonforfeitable, all restrictions and conditions applicable thereto shall lapse, and each restricted share shall be treated in the same manner as each other share of Company Common Stock in the merger and is cancelled in exchange for the right to receive cash payment for each such restricted share of \$8.00.

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- (2) These stock options were cancelled in accordance with the Merger Agreement, as the exercise price of the options was at or above \$8.00, no cash payment was provided.

Pursuant to the Merger Agreement, each in-the-money stock option, whether vested or unvested, that is outstanding immediately prior to the Acceptance Time shall become fully vested immediately prior to the Acceptance Time, and be cancelled as of the Acceptance Time in

- (3) exchange for the right to receive at such time a lump sum cash payment of an amount equal to (i) the Offer Price less (ii) the exercise price payable in respect of each such share of Company Common Stock issuable under such option, net of applicable taxes, if any, with respect to such 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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