

ALPHARMA INC
Form 4
August 22, 2008

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 *
J P MORGAN CHASE & CO

2. Issuer Name and Ticker or Trading Symbol
ALPHARMA INC [ALO US]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
270 PARK AVENUE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/31/2008

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

NEW YORK, NY 10017

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

6. Individual or Joint/Group Filing (Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | | | | |
| | | | | | (A) or (D) | | | | |
| | | | | | Price | | | | |
| Common Stock, par value \$0.01/share | 07/31/2008 | | S | | 200 | D | \$ 22.72 4,212,480 | I | See Footnotes (1) |
| Common Stock, par value \$0.01/share | 08/01/2008 | | S | | 100 | D | \$ 21.92 4,212,380 | I | See Footnotes |
| Common Stock, par value \$0.01/share | 08/01/2008 | | P | | 300 | A | \$ 21.8967 4,212,680 | I | See Footnotes |

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| | | | | | | | | |
|---|------------|---|-----|---|---------------|-----------|---|------------------|
| Common Stock, par value \$0.01/share | 08/04/2008 | S | 200 | D | \$ 21.58 | 4,212,480 | I | See Footnotes |
| Common Stock, par value \$0.01/share | 08/05/2008 | P | 300 | A | \$ 23.1367 | 4,212,780 | I | See Footnotes |
| Common Stock, par value \$0.01/share | 08/06/2008 | P | 300 | A | \$ 23.2667 | 4,213,080 | I | See Footnotes |
| Common Stock, par value \$0.01/share | 08/08/2008 | P | 100 | A | \$ 23.48 | 4,213,180 | I | See Footnotes |
| Common Stock, par value \$0.01/share | 08/08/2008 | S | 289 | D | \$ 24.29 | 4,212,891 | I | See Footnotes |
| Common Stock, par value \$0.01/share | 08/11/2008 | P | 600 | A | \$ 25.0883 | 4,213,491 | I | See Footnotes |
| Common Stock, par value \$0.01/share | 08/11/2008 | S | 89 | A | \$ 25 | 4,213,402 | I | See Footnotes |
| Common Stock, par value \$0.01/share | 08/12/2008 | P | 400 | A | \$ 24.785 | 4,213,802 | I | See Footnotes |
| Common Stock, par value \$0.01/share | 08/12/2008 | S | 50 | D | \$ 24.85 | 4,213,752 | I | See Footnotes |
| Common Stock, par value \$0.01/share | 08/14/2008 | P | 702 | A | \$ 23.8903 | 4,214,454 | I | See Footnotes |
| Common Stock, par value \$0.01/share | 08/15/2008 | P | 368 | A | \$ 24.2321 | 4,214,822 | I | See Footnotes |
| | 08/15/2008 | S | 100 | A | \$ 23.93 | 4,214,722 | I | |

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| | | | | | | | | | |
|--------------------------------------|------------|---|--------|---|------------|-----------|---|--|---------------|
| Common Stock, par value \$0.01/share | | | | | | | | | See Footnotes |
| Common Stock, par value \$0.01/share | 08/18/2008 | S | 1,000 | D | \$ 24.197 | 4,213,722 | I | | See Footnotes |
| Common Stock, par value \$0.01/share | 08/18/2008 | S | 8,300 | A | \$ 24.2574 | 4,205,422 | I | | See Footnotes |
| Common Stock, par value \$0.01/share | 08/18/2008 | S | 12,700 | D | \$ 24.39 | 4,192,722 | I | | See Footnotes |
| Common Stock, par value \$0.01/share | 08/19/2008 | S | 446 | D | \$ 24.0564 | 4,192,276 | I | | See Footnotes |
| Common Stock, par value \$0.01/share | 08/19/2008 | S | 17,000 | D | \$ 23.8363 | 4,175,276 | I | | See Footnotes |

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 displays a currently valid OMB control number.

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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| J P MORGAN CHASE & CO 270 PARK AVENUE NEW YORK, NY 10017 | | | X | |

Signatures

Anthony Horan 08/22/2008

__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) This Form 4 amends the Form 4 previously filed by J.P. Morgan Ventures Corporation (a wholly-owned subsidiary of the reporting person) on 8/20/08 by including transactions effected by other wholly-owned subsidiaries of the reporting person which were mistakenly not included on the prior Form 4. (2) Beneficial ownership of these shares was acquired in varying amounts by the following wholly-owned subsidiaries of the reporting person: J.P. Morgan Ventures Corporation, J.P. Morgan Securities Inc., J.P. Morgan Whitefriars Inc., and The Bear Stearns Companies LLC. JPMorgan Chase & Co. expressly disclaims beneficial ownership of such shares except to the extent of its respective pecuniary interest in such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.