

ANIMAS CORP
Form 4
February 21, 2006

FORM 4

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

OMB APPROVAL

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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 *
CAHILL EDWARD L

(Last) (First) (Middle)

C/O HLM VENTURE PARTNERS, 222 BERKELEY STREET, 21ST FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ANIMAS CORP [PUMP]

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2006

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)

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 Indirect Beneficial Ownership (Instr. 4)			
				Code	V	Amount	(A) or (D)	Price		
Common Stock	02/17/2006		D		225,471	D		\$ 24.50 (1)	I	See Footnote (2)
Common Stock	02/17/2006		D		135,282	D		\$ 24.50 (1)	I	See Footnote (3)
Common Stock	02/17/2006		D		541,132	D		\$ 24.50 (1)	I	See Footnote (4)

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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Director Stock Option (Right to Buy)	\$ 9.38	02/17/2006		D	13,334	<u>(5)</u> 01/01/2012	Common Stock	13,334
Director Stock Option (Right to Buy)	\$ 15	02/17/2006		D	10,668	<u>(6)</u> 12/31/2013	Common Stock	10,668
Director Stock Option (Right to Buy)	\$ 15	02/17/2006		D	5,917	<u>(7)</u> 05/25/2014	Common Stock	5,917
Director Stock Option (Right to Buy)	\$ 17.71	02/17/2006		D	11,250	<u>(8)</u> 05/17/2015	Common Stock	11,250

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CAHILL EDWARD L
C/O HLM VENTURE PARTNERS
222 BERKELEY STREET, 21ST FLOOR

X

BOSTON, MA 02116

Signatures

/s/ Richard A. Baron, Attorney In Fact for Edward L.
Cahill

02/17/2006

__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) Pursuant to the terms of the Agreement and Plan of Merger, dated as of December 16, 2005, among Animas Corporation, Johnson & Johnson and Emerald Merger Sub, Inc., a wholly owned subsidiary of Johnson & Johnson (the "Merger Agreement"), each issued and outstanding share of common stock was automatically canceled and was converted into the right to receive a per share amount equal to \$24.50 in cash, without interest.

(2) Edward L. Cahill, a director of Animas Corporation, is an affiliate of HLM/CB Fund II, L.P. ("HLMCB"). Mr. Cahill disclaims beneficial ownership of all such securities held by HLMCB, except to the extent of his proportionate pecuniary interests therein.

(3) Edward L. Cahill, a director of Animas Corporation, is an affiliate of HLM Opportunities Fund, L.P. ("HLMOF"). Mr. Cahill disclaims beneficial ownership of all such securities held by HLMOF, except to the extent of his proportionate pecuniary interests therein.

(4) Edward L. Cahill, a director of Animas Corporation, is an affiliate of HLM U/H Fund, L.P. ("HLMUH"). Mr. Cahill disclaims beneficial ownership of all such securities held by HLMUH, except to the extent of his proportionate pecuniary interests therein.

(5) This option, which was fully vested, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

(6) This option, which provided for vesting in eight equal quarterly installments commencing on March 31, 2004, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

(7) This option, which provided for vesting in four equal quarterly installments commencing on June 30, 2004, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

(8) This option, which provided for vesting in four equal quarterly installments commencing on August 17, 2005, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to 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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