

MARCUS STUART L
Form 4
March 14, 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 *
MARCUS STUART L

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)

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

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, Sc. Aff & CMO

C/O DUSA PHARMACEUTICALS, INC., 25 UPTON DRIVE

(Street)

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

WILMINGTON, MA 01887

(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 or Price		
Common Stock	03/12/2012		M		6,250 A \$ 3.87	123,048 ⁽¹⁾	D
Common Stock	03/12/2012		M		13,125 A \$ 1.6	136,173 ⁽¹⁾	D
Common Stock	03/12/2012		S		1,149 D \$ 5.91	135,024 ⁽¹⁾	D
Common Stock	03/12/2012		S		351 D \$ 5.89	134,673 ⁽¹⁾	D
Common Stock	03/12/2012		S		100 D \$ 5.842	134,573 ⁽¹⁾	D

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Common Stock	03/12/2012	S	148	D	\$ 5.88	134,425 ⁽¹⁾	D
Common Stock	03/12/2012	S	100	D	\$ 5.8711	134,325 ⁽¹⁾	D
Common Stock	03/12/2012	S	100	D	\$ 5.9	134,225 ⁽¹⁾	D
Common Stock	03/12/2012	S	52	D	\$ 5.84	134,173 ⁽¹⁾	D
Common Stock	03/12/2012	S	1,048	D	\$ 5.85	133,125 ⁽¹⁾	D
Common Stock	03/12/2012	S	3,148	D	\$ 5.8	129,977 ⁽¹⁾	D
Common Stock	03/12/2012	S	1,648	D	\$ 5.82	128,329 ⁽¹⁾	D
Common Stock	03/12/2012	S	148	D	\$ 5.83	128,181 ⁽¹⁾	D
Common Stock	03/12/2012	S	600	D	\$ 5.81	127,581 ⁽¹⁾	D
Common Stock	03/12/2012	S	548	D	\$ 5.79	127,033 ⁽¹⁾	D
Common Stock	03/12/2012	S	700	D	\$ 5.77	126,333 ⁽¹⁾	D
Common Stock	03/12/2012	S	9,287	D	\$ 5.76	117,046 ⁽¹⁾	D
Common Stock	03/12/2012	S	48	D	\$ 5.75	116,998 ⁽¹⁾	D
Common Stock	03/12/2012	S	200	D	\$ 5.78	116,798 ⁽¹⁾	D
Common Stock	03/13/2012	F	<u>2,507</u> ⁽²⁾	D	\$ 5.86	114,291 ⁽¹⁾	D

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	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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	Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Non-Qualified Stock Option	\$ 1.6	03/12/2012	M		03/13/2007	03/12/2013	common stock	13,125
Non-Qualified Stock Option	\$ 3.87	03/12/2012	M		04/26/2006	04/25/2012	common stock	6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARCUS STUART L C/O DUSA PHARMACEUTICALS, INC. 25 UPTON DRIVE WILMINGTON, MA 01887			VP, Sc. Aff & CMO	

Signatures

/s/ Stuart L.
Marcus

03/14/2012

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) Includes Stock Awards which vest at the rate of one-quarter of the total grant on each of the first, second, third and fourth anniversaries of the date of the grant.
- (2) These shares represent payment of withholding tax liability incident to the vesting of restricted stock granted March 13, 2009.

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