Smith James Edward Jr. Form 4/A June 17, 2011

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* Smith James Edward Jr.

2. Issuer Name and Ticker or Trading

Symbol

PERNIX THERAPEUTICS HOLDINGS, INC. [PTX]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

Common

Stock

(First)

(Street)

(Middle)

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

Director Officer (give title below)

10% Owner Other (specify

10003 WOODLOCH DRIVE

03/11/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

06/17/2011

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

THE WOODLANDS, TX 77380

(City) (State) (Zip)

03/11/2011

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) anv (Month/Day/Year)

3. Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

6. Ownership 7. Nature of 4. Securities Acquired 5. Amount of Securities Form: Direct Indirect Beneficially Beneficial (D) or Owned Ownership Indirect (I) Following (Instr. 4) (Instr. 4) Reported

(A) or Amount (D) Price

Transaction(s) (Instr. 3 and 4)

Code V

10,000  $A^{(2)}$ A \$0 5,275,951 D (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Smith James Edward Jr. - Form 4/A

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. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Options (right to buy)	\$ 10.14	03/11/2011		A	10,000	03/11/2012(3)	03/11/2021	Common Stock	10,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. Programme	Director	10% Owner	Officer	Other		
Smith James Edward Jr. 10003 WOODLOCH DRIVE THE WOODLANDS, TX 77380	X	X				

## **Signatures**

/s/James E. 06/17/2011 Smith \*\*Signature of Date Reporting Person

# **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).
- Amendment filed to correct the number of shares issued in the grant of restricted stock.
- Represents a grant of restricted stock from the Company that vests in 1/3 annual increments beginning on March 11, 2012 and ending on the second anniversary thereof.
- (3) The stock options are exercisable in 1/3 increments beginning the date indicated and ending on the second anniversary thereof.

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.

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