Anderson Raymond Form 4 October 01, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB 3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \*

Anderson Raymond

2. Issuer Name and Ticker or Trading

Symbol

Raptor Pharmaceutical Corp

[RPTPD]

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

(Last)

3. Date of Earliest Transaction

(Month/Day/Year) 09/29/2009

X\_ Director 10% Owner Officer (give title Other (specify

C/O RAPTOR PHARMACEUTICAL CORP., 9

COMMERCIAL BLVD., SUITE 210

2. Transaction Date 2A. Deemed

(Street)

(First)

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

NOVATO, CA 94949

(City)

1.Title of

Security

(Instr. 3)

(State)

(Month/Day/Year)

(Zip)

(Middle)

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

(Instr. 8)

Execution Date, if

(Month/Day/Year)

3. Code

4. Securities TransactionAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

(A)

Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

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

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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 on 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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Common Stock Option (Right to Buy)	\$ 2.58	09/29/2009		A <u>(1)</u>	116,561	11/26/2006(2)	05/26/2016	Common Stock	116,
Common Stock Option (Right to Buy)	\$ 2.58	09/29/2009		A(4)	23,312	12/14/2007(3)	06/14/2017	Common Stock	23,1

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
reporting of their runner runners	Director	10% Owner	Officer	Other		
Anderson Raymond C/O RAPTOR PHARMACEUTICAL CORP. 9 COMMERCIAL BLVD., SUITE 210 NOVATO, CA 94949	X					

## **Signatures**

/s/ Kim R. Tsuchimoto, CFO, Attorney-in-fact

\*\*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).
- The reporting person received these stock options in exchange for 500,000 stock options to purchase shares of common stock of Raptor Pharmaceuticals Corp. ("Raptor"), for \$0.60 per share, in connection with the merger of ECP Acquisition, Inc. ("Merger Sub"), a wholly-owned subsidiary of TorreyPines Therapeutics, Inc. ("TorreyPines", now known as Raptor Pharmaceutical Corp.), with and into Raptor, pursuant to that certain Merger Agreement, dated July 27, 2009, by and among Raptor, TorreyPines and Merger Sub.
- (2) Options vest 6/36ths on the six month anniversary of option grant date and 1/36th per month thereafter.
- (3) Options vest 6/48ths on the six month anniversary of option grant date and 1/48th per month thereafter.
- The reporting person received these stock options in exchange for 100,000 stock options to purchase shares of common stock of Raptor Pharmaceuticals Corp. ("Raptor"), for \$0.60 per share, in connection with the merger of ECP Acquisition, Inc. ("Merger Sub"), a wholly-owned subsidiary of TorreyPines Therapeutics, Inc. ("TorreyPines", now known as Raptor Pharmaceutical Corp.), with and into Raptor, pursuant to that certain Merger Agreement, dated July 27, 2009, by and among Raptor, TorreyPines and Merger Sub.

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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