

Sunday Daniel C
Form 4
February 21, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sunday Daniel C

(Last) (First) (Middle)

C/O ANIMAS
CORPORATION, 200 LAWRENCE
DRIVE

(Street)

WEST CHESTER, PA 19380

(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
X Officer (give title ____ Other (specify
below) below)

VP, Operations

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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		111	D	24.5 (1)

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
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SEC 1474
(9-02)

**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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 4.69	02/17/2006		D		16,000		<u>(2)</u>	07/24/2010	Common Stock	16,000
Employee Stock Option (Right to Buy)	\$ 9.38	02/17/2006		D		1,334		<u>(3)</u>	12/31/2011	Common Stock	1,334
Employee Stock Option (Right to Buy)	\$ 19.5	02/17/2006		D		23,000		<u>(4)</u>	08/10/2015	Common Stock	23,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sunday Daniel C C/O ANIMAS CORPORATION 200 LAWRENCE DRIVE WEST CHESTER, PA 19380			VP, Operations	

Signatures

/s/ Richard A. Baron, Attorney in Fact for Daniel C.
Sunday

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.

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- (2) 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.

- (3) This option, which provided for vesting in five equal annual installments commencing on December 31, 2002, 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.

- (4) This option, which provided for vesting in three installments with 33.4% vesting on July 12, 2006, 33.3% vesting on July 12, 2007 and 33.3% vesting on July 12, 2008, 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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