Goldan Keith A. Form 4 January 09, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

3235-0287 Number: January 31, Expires:

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may continue.

See Instruction

Check this box

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 * Goldan Keith A.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

CFO and VP

Issuer

below)

(Last)

(City)

1 Title of

(First)

(Middle)

(Zip)

NUPATHE INC. [PATH]

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

01/07/2013

Director X_ Officer (give title

10% Owner Other (specify

C/O NUPATHE INC.,, 227 WASHINGTON STREET, SUITE 200

(Street)

(State)

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

CONSHOHOCKEN, PA 19428

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6 Ownership 7. Nature of 2 Transaction Date 2A Deemed 4 Securities Acquired 5 Amount of irect

1.110001	2. Transaction Date	ZA. Decilieu	Э.	4. Securiu	ies Ac	quirea	J. Alliount of	o. Ownership	7. Nature or
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	(D) (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(4)		Reported		
					(A)		Transaction(s)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock (1)	01/07/2013		A	8,109	A	<u>(2)</u>	12,901	D	
Common Stock (3)	01/07/2013		A	28,165	A	<u>(2)</u>	41,066	D	

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)

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. Transactic Code (Instr. 8)	5. Number of or 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
Stock Option (Right to Buy)	\$ 10	01/07/2013		D	16,219	<u>(4)</u>	08/05/2020	Common Stock	16,219
Stock Option (Right to Buy)	\$ 3.06	01/07/2013		D	39,300	<u>(5)</u>	03/08/2022	Common Stock	39,300

CFO and VP

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			

Goldan Keith A. C/O NUPATHE INC.,

227 WASHINGTON STREET, SUITE 200

CONSHOHOCKEN, PA 19428

Signatures

Michael F. Marino, Attorney-in-Fact for the Reporting
Person
01/09/2013

**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).
- Represents 8,109 restricted stock units that vest 50% on January 7, 2014 with the balance vesting in four equal quarterly installments thereafter. One share of NuPathe Inc. ("Issuer") common stock will be delivered to the Reporting Person for each vested restricted stock unit on the earliest of: (i) March 31 of the calendar year immediately following the year in which the restricted stock unit vests, (ii) a change of control of the Issuer and (iii) the Reporting Person's separation of service from the Issuer.
- (2) On January 7, 2013, the Issuer canceled stock options granted to the Reporting Person on August 5, 2010 and March 8, 2012. In exchange for such stock options, the Reporting Person received 8,109 restricted stock units and 28,165 shares of restricted stock.
- (3) Represents 28,165 shares of restricted stock that vest 50% on January 7, 2014 with the balance vesting in four equal quarterly installments thereafter.

Reporting Owners 2

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- (4) This canceled stock option provided for 25% vesting on August 5, 2011 with the balance vesting in 12 equal quarterly installments thereafter.
- (5) This cancelled stock option provided for 25% vesting on March 8, 2013 with the balance vesting in 12 equal quarterly installments thereafter.

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.