Giles Richard B Form 4 January 04, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

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

2. Issuer Name and Ticker or Trading

Ampio Pharmaceuticals, Inc.

3. Date of Earliest Transaction

1(b).

Symbol

[AMPE]

(Month/Day/Year)

01/02/2013

(Print or Type Responses)

1. Name and Address of Reporting Person *

Giles Richard B

(Zip)

(Last) (First) (Middle)

C/O AMPIO

PHARMACEUTICALS, INC., 5445 DTC PARKWAY, SUITE 925

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Officer (give title

X Form filed by One Reporting Person Form filed by More than One Reporting

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Other (specify

GREENWOOD VILLAGE, CO 80111

Common

Stock

(City) (State)

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

Issuer

X_ Director

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

01/02/2013

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

(A)

4. Securities Acquired 5. Amount of Securities Beneficially Owned **Following** Reported

Transaction(s)

(Instr. 3 and 4)

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

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

or Code V Amount (D)

(1)

Price 2,584

175,076

D

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

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(9-02)

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-----------------------|----------------------------|---------------|-----------------|------------|-------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amount of | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivative | | | | Securities | | (Instr. 5) | Bene |
| | Derivative | | | | Securities Acquired (A) or | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | | | | | | | Follo |
| | • | | | | | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | Λ. | mount | | |
| | | | | | | | | | mount | | |
| | | | | | | Date | Expiration Date | Title N | r Jumber | | |
| | | | | | | Exercisable | | Title Numb | | | |
| | | | | C + V | (A) (D) | | | | | | |
| | | | Code V (A) (D) | | | | | S | hares | | |

Reporting Owners

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

Giles Richard B C/O AMPIO PHARMACEUTICALS, INC. 5445 DTC PARKWAY, SUITE 925 GREENWOOD VILLAGE, CO 80111



Signatures

/s/ Mark D. McGregor, by power of attorney

01/04/2013

**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).
- The shares were issued to the Reporting Person under the Issuer's 2010 Stock Option and Incentive Plan and pursuant to the Issuer's compensation arrangements approved by the Board of Directors of the Issuer in August 2011.

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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