

MORSE THOMAS R  
Form 4  
February 21, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MORSE THOMAS R

2. Issuer Name and Ticker or Trading Symbol  
ANIMAS CORP [PUMP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2006

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O LIBERTY VENTURE PARTNERS, 2040 ONE COMMERCE SQ., 2005 MARKET ST.

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PHILADELPHIA, PA 19103

(City) (State) (Zip)

**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 Ownership (Instr. 4) |                         |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |                         |
| Common Stock                    | 02/17/2006                           |  | D                              |   | 1,837   | D  | \$ 24.50<br><u>(1)</u>                     | See Footnote <u>(2)</u> |
| Common Stock                    | 02/17/2006                           |  | D                              |   | 285,073   | D  | \$ 24.50<br><u>(1)</u>                     | See Footnote <u>(3)</u> |
| Common Stock                    | 02/17/2006                           |  | D                              |   | 285,073   | D  | \$ 24.50<br><u>(1)</u>                     | See Footnote <u>(4)</u> |

Edgar Filing: MORSE THOMAS R - Form 4

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 number.**

SEC 1474  
(9-02)

**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. 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (Right to Buy)       | \$ 9.38  | 02/17/2006                           |  | D                              | 13,334  | <u>(5)</u> 01/01/2012                                    | Common Stock  | 13,334                        |
| Director Stock Option (Right to Buy)       | \$ 15  | 02/17/2006                           |  | D                              | 10,668  | <u>(6)</u> 12/31/2013                                    | Common Stock  | 10,668                        |
| Director Stock Option (Right to Buy)       | \$ 15  | 02/17/2006                           |  | D                              | 7,042   | <u>(7)</u> 05/25/2014                                    | Common Stock  | 7,042                         |
| Director Stock Option (Right to Buy)       | \$ 17.71   | 02/17/2006                           |  | D                              | 12,375  | <u>(8)</u> 05/17/2015                                    | Common Stock  | 12,375                        |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

MORSE THOMAS R  
C/O LIBERTY VENTURE PARTNERS

X

2040 ONE COMMERCE SQ., 2005 MARKET ST.  
PHILADELPHIA, PA 19103

## Signatures

/s/ Richard A. Baron, Attorney In Fact for Thomas R.  
Morse

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.

(2) Thomas R. Morse, a director of Animas Corporation, is the sole stockholder of Liberty Advisors, Inc.

(3) Thomas R. Morse, a director of Animas Corporation, is the president and sole stockholder of the general partner of Liberty Ventures I, L.P. ("LVI"). Mr. Morse disclaims beneficial ownership of all such securities held by LVI, except to the extent of his proportionate pecuniary interests therein.

(4) Thomas R. Morse, a director of Animas Corporation, is a managing director of the general partner of Liberty Ventures II, L.P. ("LVII"). Mr. Morse disclaims beneficial ownership of all such securities held by LVII, except to the extent of his proportionate pecuniary interests therein.

(5) 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.

(6) This option, which provided for vesting in eight equal quarterly installments commencing on March 31, 2004, 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.

(7) This option, which provided for vesting in four equal quarterly installments commencing on June 30, 2004, 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.

(8) This option, which provided for vesting in four equal quarterly installments commencing on August 17, 2005, 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.

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.