

Ampio Pharmaceuticals, Inc.
 Form 4/A
 November 27, 2013

FORM 4

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

OMB APPROVAL

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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 *
 Disbrow Joshua R.

(Last) (First) (Middle)

C/O AMPIO
 PHARMACEUTICALS, INC., 5445
 DTC PARKWAY, SUITE 925

(Street)

GREENWOOD
 VILLAGE, CO 80111

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Ampio Pharmaceuticals, Inc.
 [AMPE]

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/15/2012

4. If Amendment, Date Original Filed(Month/Day/Year)
 01/08/2013

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				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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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
Stock Option (right to buy)	\$ 3.53	12/15/2012		A	400,000 <u>(1)</u>	<u>(2)</u> 12/14/2022	Common Stock 400,000 <u>(1)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Disbrow Joshua R. C/O AMPIO PHARMACEUTICALS, INC. 5445 DTC PARKWAY, SUITE 925 GREENWOOD VILLAGE, CO 80111			Chief Operating Officer	

Signatures

/s/ Mark D. McGregor, by power of attorney 11/27/2013

**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).
- As previously reported on a Form 4 filed on January 8, 2013 by the reporting person, the reporting person reported acquiring stock options to purchase 450,000 shares of common stock pursuant to the Company's 2010 Stock and Incentive Plan. However, the Company subsequently determined that stock options to purchase 50,000 shares of common stock were not validly granted pursuant to the
- (1) Company's 2010 Stock and Incentive Plan because they exceeded the limit on the number of stock options that may be granted to any individual participant during any one calendar year period. Accordingly, the attempted grant of these excess stock options was ineffective, and they were never granted to the reporting person. The reporting person is filing this amendment to report the correct amount of stock options acquired.
- Option vests and becomes exercisable in accordance with the following schedule: (i) 22.22% of the total number of underlying shares vested on the grant date of December 15, 2012, (ii) 22.22% of the total number of underlying shares shall vest on December 15, 2013,
- (2) (iii) 27.77% of the total number of underlying shares shall vest on December 15, 2014 and (iv) the remaining 27.78% of the total number of underlying shares shall vest on December 15, 2015.

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.