AMARIN CORP PLC\UK

Form 4

February 02, 2015

FORM 4

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

OMB Number: 3235-0287

Estimated average

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

OMB APPROVAL

See Instruction 1(b).

Ordinary

Shares (1)

(Print or Type Responses)

1. Name and Address of Reporting Person *

01/31/2015

Ketchum Ste	Symbol	Symbol AMARIN CORP PLC\UK [AMRN]			Issuer (Check all applicable)			
(Last)	(First) (M	fiddle) 3. Date o	3. Date of Earliest Transaction			(Check all applicable)		
	IN PHARMA, ROUTE 206	`	(Month/Day/Year) 01/31/2015			Director 10% Owner Officer (give title Other (specify below) President of R&D, SVP		
	4. If Amo	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
BEDMINST	ΓER, NJ 07921	Filed(Mo	nth/Day/Year)	Applicable Line) _X_ Form filed by Form filed by Person	One Reporting Po		
(City)	(State)	(Zip) Tab	le I - Non-D	Perivative Securities Acc	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

Code V

M

Amount

56,500

(2)

(D)

A

Price

(3)

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

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SEC 1474

(9-02)

(Instr. 3 and 4)

D

56,500

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. Transactic Code (Instr. 8)	TransactiorDerivative Securities Code Acquired (A) or		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Restricted Stock Units	\$ 0 (4)	01/31/2015		M	(22)	56,500	(2)	(3)	Ordinary Shares	56
Stock Option (right to buy)	\$ 1.02	02/02/2015		A	93,750		<u>(5)</u>	02/01/2025	Ordinary Shares	93
Restricted Stock Units	\$ 0 (4)	02/02/2015		A	182,813		<u>(6)</u>	(3)	Ordinary Shares	18

Reporting Owners

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

Ketchum Steven B C/O AMARIN PHARMA, INC. 1430 ROUTE 206 BEDMINSTER, NJ 07921

President of R&D, SVP

Signatures

/s/ Michael Farrell, by power of attorney 02/02/2015

**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) The Ordinary Shares may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
 - On January 8, 2014, the Reporting Person was granted 169,500 restricted stock units ("RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal annual installments on each of January 31, 2015, January 31, 2016 and January 31,
- (2) 2017. The first vesting event occurred on January 31, 2015. Upon vesting of the RSUs, the Reporting Person had the option to have the Issuer withhold shares from the total number of shares delivered in respect of withholding taxes due upon such vesting. Instead, the Reporting Person elected to pay withholding taxes to the Issuer in cash and receive the full number of shares vested.
- (3) Not applicable.
- (4) Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.
- On February 2, 2015, the Reporting Person was granted an option to purchase 93,750 Ordinary Shares under the Amarin Corporation plc (5) 2011 Stock Incentive Plan. The shares subject to this option shall vest and become exercisable in 48 equal monthly installments on the last day of each month starting on February 28, 2015.

Reporting Owners 2

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On February 2, 2015, the Reporting Person was granted 182,813 RSUs under the Amarin Corporation plc 2011 Stock Incentive Plan. These RSUs vest in three equal annual installments on each of January 31, 2016, January 31, 2017 and January 31, 2018.

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.