

Amphastar Pharmaceuticals, Inc.
 Form 4
 May 22, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
PRINS RICHARD K

(Last) (First) (Middle)

**C/O AMPHASTAR
 PHARMACEUTICALS,
 INC., 11570 6TH STREET**

(Street)

**RANCHO
 CUCAMONGA, CA 91730**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
**Amphastar Pharmaceuticals, Inc.
 [AMPH]**

3. Date of Earliest Transaction
 (Month/Day/Year)
05/20/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/20/2015		M		13,945	A	\$ 11.68
							49,996
Common Stock	05/20/2015		S		13,945	D	\$ 14.7904
							(1)
Common Stock	05/21/2015		M		11,901	A	\$ 11.68
							47,952
Common Stock	05/21/2015		M		1,664	D	\$ 10.77
							49,616

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Common Stock	05/21/2015	S	13,565	D	\$ 14.757 (2)	36,051	D
Common Stock	05/22/2015	M	1,942	A	\$ 10.77	37,993	D
Common Stock	05/22/2015	S	1,942	D	\$ 14.755 (3)	36,051	D

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

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(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
Stock Option (right to buy)	\$ 11.68	05/20/2015		M	13,945	(4) 12/18/2015	Common Stock	13,945
Stock Option (right to buy)	\$ 11.68	05/21/2015		M	11,901	(4) 12/18/2015	Common Stock	11,901
Stock Option (right to buy)	\$ 10.77	05/21/2015		M	1,664	(4) 12/15/2017	Common Stock	1,664
Stock Option (right to buy)	\$ 10.77	05/22/2015		M	1,942	(4) 12/15/2017	Common Stock	1,942

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

PRINS RICHARD K
C/O AMPHASTAR PHARMACEUTICALS, INC. X
11570 6TH STREET
RANCHO CUCAMONGA, CA 91730

Signatures

/s/ Ken Stupak, by power of 05/22/2015
attorney

 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.76 to \$14.91, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1), (2) and (3) to this Form 4.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.70 to \$15.00, inclusive.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.70 to \$14.80, inclusive.
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.70 to \$14.80, inclusive.
- (4) Shares subject to the option are fully vested and immediately exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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