

SHACKNAI JONAH

Form 4

December 13, 2012

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
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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHACKNAI JONAH

2. Issuer Name **and** Ticker or Trading
Symbol
MEDICIS PHARMACEUTICAL
CORP [MRX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

7720 N. DOBSON RD.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/11/2012

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

SCOTTSDALE, AZ 85256

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

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

(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 Ownership (Instr. 4)
Common Stock	12/11/2012		D	928,825 (1) (2)	\$ 44 0	D	

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

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information contained in this form are not
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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 Number Shares
Employee Stock Option	\$ 29.2	12/11/2012		D		280,000		<u>(3)</u>	07/31/2013	Common Stock	280,000
Employee Stock Option	\$ 32.41	12/11/2012		D		126,000		<u>(3)</u>	07/21/2015	Common Stock	126,000
Employee Stock Option	\$ 30.05	12/11/2012		D		30,625		<u>(3)</u>	02/07/2013	Common Stock	30,625
Employee Stock Option	\$ 38.45	12/11/2012		D		280,000		<u>(3)</u>	07/16/2014	Common Stock	280,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SHACKNAI JONAH 7720 N. DOBSON RD. SCOTTSDALE, AZ 85256	CEO

Signatures

Jonah Shacknai 12/13/2012

__Signature of Date
Reporting Person

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) Amount of Securities Beneficially Owned in Column 5 reflects a transfer to the reporting officer's former spouse of 12,500 shares on April 12, 2012, pursuant to a divorce settlement decree.
- On December 11, 2012, the Issuer completed its merger (the "Merger") with Valeant Pharmaceuticals International ("Valeant"), whereby the Issuer became a wholly owned subsidiary of Valeant, pursuant to an Agreement and Plan of Merger that was entered into on September 2, 2012 (the "Merger Agreement"). In accordance with the Merger Agreement, each share of common stock of the Issuer issued and outstanding immediately prior to the consummation of the Merger converted into a right to receive an amount in cash equal to \$44.00 per share (the "Per Share Merger Consideration"), without interest. The amount of shares in Column 4 includes 258,360 restricted shares of common stock that also converted into a right to receive the Per Share Merger Consideration.
- (3)

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In accordance with the terms of the Merger Agreement, each option to acquire shares of the Issuer (whether vested or unvested) that was outstanding immediately prior to the consummation of the Merger was cancelled in exchange for the right to receive an amount in cash equal to the product of the number of shares of Issuer common stock subject to the option and the excess, if any, of the Per Share Merger Consideration over the exercise price per share of each respective award, less any required withholding taxes. This award had fully vested prior to the consummation of the Merger.

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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