Zakrzewski Joseph S
Form 4
July 30, 2012

# FORM 4

OMB APPROVAL

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|---|---|
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## 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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Zakrzewski Joseph S

(Last) (First) (Middle)

C/O AMARIN PHARMA, INC., 1430 ROUTE 206, SUITE 200

(Street)

BEDMINSTER, NJ 07921

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
AMARIN CORP PLC\UK [AMRN]

3. Date of Earliest Transaction (Month/Day/Year)
07/26/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | | | |
| Ordinary Shares (1) | 07/26/2012 | | A | | 33,333 | A | $ 0 (2) | 111,937 | D | |
| Ordinary Shares (1) | 07/27/2012 | | M | | 150,000 | A | $ 1.35 | 261,937 | D | |
| Ordinary Shares (1) | 07/27/2012 | | S(4) | | 71,946 | D | $ 14.58 (5) | 189,991 | D | |
| Ordinary Shares (1) | 07/27/2012 | | S(4) | | 78,054 | D | $ 14.07 (8) | 111,937 | D | |

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 a Underlyi (Instr. 3 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Restricted Stock Units | $ 0 (7) | 07/26/2012 | | A | | 33,333 | | (3) | (3) | Ordina Shares |
| Stock Option (right to buy) | $ 1.35 | 07/27/2012 | | M | | | 150,000 | (6) | 12/21/2019 | Ordina Shares |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Zakrzewski Joseph S<br>C/O AMARIN PHARMA, INC.<br>1430 ROUTE 206, SUITE 200<br>BEDMINSTER, NJ 07921 | X | | Chief Executive Officer | |

# Signatures

/s/ Frederick Ahlholm, by power of attorney 07/30/2012

**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.

**(2)** On February 1, 2012, the Reporting Person was granted 200,000 restricted stock units (the "RSUs") under the Amarin Corporation plc 2011 Stock Incentive Plan. Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion. The RSUs vest in six equal installments based on the Issuer's satisfaction of certain performance criteria and continued employment of the Reporting Person as provided in the Restricted Stock Unit Award

Agreement between the Issuer and the Reporting Person. The performance criteria for the first installment was met, resulting in vesting of 33,333 RSUs.

**(3)** These RSUs vest on July 26, 2013, subject to continued employment of the Reporting Person through such date. Ordinary Shares will be delivered to the Reporting Person as soon as practicable after the vesting date.

**(4)** The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 9, 2012.

**(5)** The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $15.32 to $14.33, 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 range.

**(6)** On December 21, 2009, the Reporting Person was granted an option to purchase 1,170,000 ordinary shares under the Amarin Corporation plc 2002 Stock Option Plan. The stock option initally vested in four equal annual installments beginning on January 1, 2010. In December 2010, the Issuer's Board of Directors approved the acceleration of the vesting of this award by six months such that the option vested in four equal installments and became fully vested on July 1, 2012.

**(7)** Each RSU represents a contingent right to receive one Ordinary Share or cash in lieu thereof at the Issuer's discretion.

**(8)** The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $14.32 to $13.54, inclusive.

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.