

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 23, 2005  
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A.P. Pharma, Inc.

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(Exact name of registrant as specified in its charter)

000-16109

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(Commission File Number)

Delaware

94-2875566

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(State or other jurisdiction of  
incorporation)

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(I.R.S. Employer  
Identification No.)

123 Saginaw Drive  
Redwood City, CA 94063

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(Address of principal executive  
offices, with zip code)

(650) 366-2626

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(Registrant's telephone number, including area code)

N/A

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is  
intended to simultaneously satisfy the filing obligation of the  
registrant under any of the following provisions (see General  
Instruction A.2. below):

Written communications pursuant to Rule 425 under the  
Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the  
Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b)  
under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c)  
under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into or Amendment of Material Definitive  
Agreement

On August 23, 2005, A.P. Pharma, Inc. (the "Company") and Paul  
Goddard finalized a modification of his existing agreement under  
which Dr. Goddard serves as Chairman of the Company. Dr. Goddard  
will continue his duties of chairman, including participating in  
strategic planning and representing the Company to the financial  
community, but will do so on a reduced schedule.

Dr. Goddard will no longer receive an annual salary under his  
arrangement and will instead be compensated on a per diem basis  
for services performed. His previously granted non-statutory  
stock option award will not be affected and will continue to vest  
and become exercisable as previously reported.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

A.P. PHARMA, INC.

Date: August 23, 2005

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By: /s/Michael O'Connell

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Michael O'Connell  
President and Chief  
Executive Officer