## SEC Form 4

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## 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

hours per response:	
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<u>Drazba Briar</u>	Name and Address of Reporting Person* Drazba Brian G.		2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>HERON THERAPEUTICS, INC. /DE/</u> [ HRTX ]		tionship of Reporting Perso all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)
(Last) 123 SAGINAW	(First) DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2014		VP, Finance &	CFO
(Street) REDWOOD CITY	СА	94063	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repor Form filed by More than Person	rting Person
(City)	(State)	(Zip)			Peison	

#### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	if any '						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	10/31/2014		<b>J</b> <sup>(1)</sup>	V	818	Α	\$7.497	818	D		

### 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. Transa Code ( 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$9.05	12/12/2014		A		35,000		(2)	12/12/2024	Common Stock	35,000	\$0.00	35,000	D	

#### **Explanation of Responses:**

1. Represents shares acquired under the Heron Therapeutics, Inc. 1997 Employee Stock Purchase Plan on October 31, 2014.

2. The stock option vests and becomes exercisable in 48 equal monthly installments beginning one month after the date of grant.

#### **Remarks:**

<u>/s/ Brian G. Drazba</u>

<u>12/15/2014</u> Date

\*\* Signature of Reporting Person

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

\* 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).

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

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 Number.