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 por response:	0.5									

1. Name and Address of Reporting Person* TANG KEVIN C (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol <u>HERON THERAPEUTICS, INC. /DE/</u> [HRTX]		tionship of Reporting all applicable) Director Officer (give title below)	Persoi X	n(s) to Issuer 10% Owner Other (specify below)	
(Last) (First) 4747 EXECUTIVE DRIVE SUITE 510		(Midule)	3. Date of Earliest Transaction (Month/Day/Year) 12/21/2016				,	
(Street) SAN DIEGO	СА	92121	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	vidual or Joint/Group Filing (Check Applicable 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)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date	3A. Deemed Execution Date,	4. Transa	ction	of Expiration Date of Se			7. Title and Amount of Securities 8. Price of Derivative			9. Number of derivative	10. Ownership	11. Nature of Indirect	
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	Code (8)	Instr.	Derivati Securiti Acquire (A) or Dispose of (D) (II 3, 4 and	es d ed nstr.	(Month/Day/Year)		Underlying Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$13	12/21/2016		A		17,000		(1)	12/21/2026	Common Stock	17,000	\$0.00	17,000	D	

Explanation of Responses:

1. The stock option vests and becomes exercisable in 12 equal monthly installments beginning one month after the date of grant.

Remarks:

<u>/s/ Kevin C. Tang</u>

12/23/2016

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.