

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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
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1. Name and Address of Reporting Person* TURNBULL GREG <hr/> (Last) (First) (Middle) 123 SAGLNAW DRIVE <hr/> (Street) REDWOOD CITY CA 94063 <hr/> (City) (State) (Zip)			2. Issuer Name and Ticker or Trading Symbol AP PHARMA INC /DE/ [APPA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO, President & Interim CFO		
			3. Date of Earliest Transaction (Month/Day/Year) 05/28/2008					
			4. If Amendment, Date of Original Filed (Month/Day/Year)					
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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			
Common Stock (Restricted Stock Award) ⁽¹⁾	05/28/2008		A		9,000	A	\$0.01	65,159	D	
Common Stock								56,159	D	
Common Stock ⁽²⁾								175	I	Spouse's IRA

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 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					
Non-Quaified Stock Option (Right to buy) ⁽¹⁾	\$1.68	05/28/2008		A		12,000		05/28/2009	05/28/2018	Common Stock 12,000	\$1.68	12,000	D	
Non-Quaified Stock Option (Right to buy)	\$1.54							01/18/2008	01/18/2018	Common Stock 100,000		100,000	D	
Non-Quaified Stock Option (Right to buy)	\$3							05/23/2008	05/23/2017	Common Stock 2,500		2,500	D	
Non-Quaified Stock Option (Right to buy)	\$4.6							04/09/2007	10/09/2016	Common Stock 16,250		16,250	D	
Non-Quaified Stock Option (Right to buy)	\$4.84							05/28/2004	05/28/2013	Common Stock 2,500		2,500	D	
Non-Quaified Stock Option (Right to buy)	\$6.4							05/25/2006	05/25/2015	Common Stock 2,500		2,500	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. 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 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				
Non-Quaified Stock Option (Right to buy)	\$6.96							05/31/2007	05/31/2016	Common Stock	2,500		2,500	D	
Non-Quaified Stock Option (Right to buy)	\$9.36							05/22/2003	05/22/2012	Common Stock	2,500		2,500	D	
Non-Quaified Stock Option (Right to buy)	\$11.756							05/25/2005	05/25/2014	Common Stock	2,500		2,500	D	
Non-Quaified Stock Option (Right to buy)	\$11.8							05/09/2002	05/09/2011	Common Stock	2,500		2,500	D	
Non-Quaified Stock Option (Right to buy)	\$14							07/31/2001	07/31/2010	Common Stock	2,500		2,500	D	

Explanation of Responses:

1. Vests 5/28/09, one year from date of grant 5/28/08
2. Open Market purchase to Spouse's IRA account

Calvin Reuter for Gregory
Turnbull 05/30/2008

** Signature of Reporting Person Date

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.

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