

AEOLUS PHARMACEUTICALS, INC.
 Form 4
 March 06, 2013

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
RALLIS CHRIS A

2. Issuer Name and Ticker or Trading Symbol
AEOLUS PHARMACEUTICALS, INC. [AOLS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/28/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O AEOLUS PHARMACEUTICALS, INC., 26361 CROWN VALLEY PARKWAY, SUITE 150

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MISSION VIEJO, CA 92691

(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)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	Price

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

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SEC 1474 (9-02)

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

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-qualified Stock Option (right to buy)	\$ 0.6	12/28/2010		A		3,750		<u>(1)</u>	12/28/2020	Common Stock	3,750
Non-qualified Stock Option (right to buy)	\$ 0.75	01/19/2011		A		11,250		<u>(1)</u>	01/19/2021	Common Stock	11,250
Non-qualified Stock Option (right to buy)	\$ 0.8	02/10/2011		A		3,750		<u>(1)</u>	02/10/2021	Common Stock	3,750
Non-qualified Stock Option (right to buy)	\$ 0.5	04/13/2011		A		11,250		<u>(1)</u>	04/13/2021	Common Stock	11,250
Non-qualified Stock Option (right to buy)	\$ 0.4	05/16/2011		A		3,750		<u>(1)</u>	05/16/2021	Common Stock	3,750
Non-qualified Stock Option (right to buy)	\$ 0.54	06/13/2011		A		3,750		<u>(1)</u>	06/13/2021	Common Stock	3,750
Non-qualified Stock Option (right to buy)	\$ 0.44	08/11/2011		A		3,750		<u>(1)</u>	08/11/2021	Common Stock	3,750
Non-qualified Stock Option (right to buy)	\$ 0.4	11/07/2011		A		11,250		<u>(1)</u>	11/07/2021	Common Stock	11,250
Non-qualified Stock Option (right to buy)	\$ 0.4	12/14/2011		A		3,750		<u>(1)</u>	12/14/2021	Common Stock	3,750
Non-qualified Stock Option (right to buy)	\$ 0.35	02/10/2012		A		3,750		<u>(1)</u>	02/10/2022	Common Stock	3,750
Non-qualified Stock Option (right to buy)	\$ 0.31	03/20/2012		A		11,250		<u>(1)</u>	03/20/2022	Common Stock	11,250
Non-qualified Stock Option (right to buy)	\$ 0.3	05/14/2012		A		3,750		<u>(1)</u>	05/14/2022	Common Stock	3,750

Stock Option (right to buy)								Stock	
Non-qualified Stock Option (right to buy)	\$ 0.23	07/11/2012	A	11,250	<u>(1)</u>	07/11/2022	Common Stock	11,2	
Non-qualified Stock Option (right to buy)	\$ 0.3	08/13/2012	A	3,750	<u>(1)</u>	08/13/2022	Common Stock	3,75	
Non-qualified Stock Option (right to buy)	\$ 0.35	10/09/2012	A	11,250	<u>(1)</u>	10/09/2022	Common Stock	11,2	
Non-qualified Stock Option (right to buy)	\$ 0.24	12/27/2012	A	3,750	<u>(1)</u>	12/27/2022	Common Stock	3,75	
Non-qualified Stock Option (right to buy)	\$ 0.25	02/12/2013	A	3,750	<u>(1)</u>	02/12/2023	Common Stock	3,75	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RALLIS CHRIS A C/O AEOLUS PHARMACEUTICALS, INC. 26361 CROWN VALLEY PARKWAY, SUITE 150 MISSION VIEJO, CA 92691	X			

Signatures

/s/ John McManus, by power of attorney
03/06/2013

__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) Option will vest in equal monthly installments over a period of twelve months from the date of grant, provided that the Director remains on the Board of Directors of the Company.

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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