

Shaw Brian Gordon
Form 4/A
February 11, 2013

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shaw Brian Gordon

(Last) (First) (Middle)

40 UNIVERSITY AVENUE, SUITE
1300

(Street)

TORONTO, A6 M5P 2E9

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PATHEON INC [PTI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/17/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/19/2012

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 (1)	(A) or (D) Price \$ (2)	
Restricted Voting Shares	12/17/2012		X		17,939 (1)	A 3.24 (2)	77,939 D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaw Brian Gordon 40 UNIVERSITY AVENUE SUITE 1300 TORONTO, A6 M5P 2E9	X			

Signatures

/s/ David S Field,
Attorney-in-fact
02/11/2013

__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) On 11/27/12, the Company issued, to each holder of record as of such date, subscription rights to acquire restricted voting shares of the Company (the "Rights Offering"). On December 17, 2012, the reporting person fully exercised his basic subscription privilege to purchase 4,363 restricted voting shares, and exercised his over-subscription privilege to purchase additional shares unclaimed by other rights holders. In connection with the filing of a prior Form 4/A, the reporting person determined and reported that he would be allocated an additional 434 shares pursuant to his over-subscription privilege. After the filing of the original reports, it was determined that the reporting person was allocated more shares than initially determined. The reporting person has filed this Form 4/A to report the final number of shares allocated to him in connection with the Rights Offering, which was 13,142 shares more than the number originally reported.

(2) The subscription price was converted from C\$3.19 based on the December 17, 2012 closing rate of exchange of 0.9833 Canadian dollars per U.S. dollars as quoted by Reuters.

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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