

WOODRUFF DOUGLAS W
Form 4
February 21, 2006

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
WOODRUFF DOUGLAS W

(Last) (First) (Middle)

**C/O ANIMAS
CORPORATION, 200 LAWRENCE
DRIVE**

(Street)

WEST CHESTER, PA 19380

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
ANIMAS CORP [PUMP]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
VP Qual. Assurance&Reg.Affairs

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 (A) or (D)	Price \$ (2)	
Common Stock	02/17/2006		D		230 ⁽¹⁾	D 24.5 ⁽²⁾	0 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
displays a currently valid OMB control
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 15.63	02/17/2006		D		14,809		<u>(3)</u>	12/31/2014	Common Stock	14,809
Employee Stock Option (Right to Buy)	\$ 15.63	02/17/2006		D		19,191		<u>(3)</u>	12/31/2014	Common Stock	19,191

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WOODRUFF DOUGLAS W C/O ANIMAS CORPORATION 200 LAWRENCE DRIVE WEST CHESTER, PA 19380	VP Qual. Assurance&Reg.Affairs

Signatures

/s/ Richard A. Baron, Attorney In Fact for Douglas W.
Woodruff

02/17/2006

__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).

- This amount includes shares of common stock acquired in accordance with the terms of the Agreement and Plan of Merger, dated as of December 16, 2005, among Animas Corporation, Johnson & Johnson and Emerald Merger Sub, Inc., a wholly owned subsidiary of Johnson & Johnson (the "Merger Agreement"), whereby under the terms thereof, each participant's outstanding right to purchase shares of
- (1) common stock under Animas Corporation's Employee Stock Purchase Plan ("ESPP") was terminated, and all amounts allocated for each participant's account (including executive officers) under the ESPP as of December 31, 2005 were used to purchase shares of common stock at the applicable price determined pursuant to the ESPP, using December 31, 2005 as the final purchase date for the then outstanding offering period.
- (2) Pursuant to the terms of the Merger Agreement, each issued and outstanding share of common stock was automatically canceled and was converted into the right to receive a per share amount equal to \$24.50 in cash, without interest.

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- This option, which provided for vesting in three equal annual installments commencing on December 31, 2005, was canceled pursuant to
- (3) the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the \$24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.