

TERCICA INC

Form 4

October 20, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROSENFELD STEPHEN

(Last) (First) (Middle)

**2000 SIERRA POINT PARKWAY,
SUITE 400**

(Street)

BRISBANE, CA 94005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TERCICA INC [TRCA]

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

10/16/2008

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 _____ Other (specify
below) below)

Executive VP of Legal 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		
Common stock	10/16/2008		D		25,000	D	\$ 9 <u>(1)</u>	0	D
Common stock	10/16/2008		D		13,500 (2)	D	\$ 9	0	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee stock option (right to buy)	\$ 0.46	10/16/2008		D	180,000	(3) 07/21/2014	Common stock 180,000
Employee stock option (right to buy)	\$ 0.71	10/16/2008		D	20,000	(3) 03/17/2015	Common stock 20,000
Employee stock option (right to buy)	\$ 0.43	10/16/2008		D	50,000	(3) 08/16/2015	Common stock 50,000
Employee stock option (right to buy)	\$ 1.63	10/16/2008		D	83,333	(3) 03/10/2016	Common stock 83,333
Employee stock option (right to buy)	\$ 3.22	10/16/2008		D	120,000	(3) 02/14/2017	Common stock 120,000
Employee stock option (right to buy)	\$ 2.87	10/16/2008		D	55,500	(3) 03/25/2018	Common stock 55,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

ROSENFELD STEPHEN
2000 SIERRA POINT PARKWAY, SUITE 400
BRISBANE, CA 94005

Executive VP of Legal Affairs

Signatures

/s/ Stephen N.
Rosenfield

10/20/2008

__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).

Pursuant to the terms of the Agreement and Plan of Merger, dated June 4, 2008, among Tercica, Inc., Beaufour Ipsen Pharma and Tribeca

(1) Acquisition Corporation, a wholly owned subsidiary of Beaufour Ipsen Pharma, each issued and outstanding share of common stock was automatically canceled and converted into the right to receive a per share amount equal to \$9.00 in cash, without interest.

(2) Represents Restricted Stock Units that were canceled pursuant to the terms of the Agreement and Plan of Merger, in exchange for a cash payment equal to \$9.00 per restricted stock unit canceled.

(3) This stock option, in which 1/4th vested one year after the grant date and 1/48th of the total number of shares vested each month thereafter, was canceled pursuant to the terms of the Agreement and Plan of Merger, in exchange for a cash payment equal to the excess of the \$9.00 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.

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