SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 | | | | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|--|--|
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| Estimated average burden | | | | | | | | | | |
| hours per response: | 0.5 | | | | | | | | | |

| 1 0 | * | 2. Issuer Name and Ticker or Trading Symbol <u>ACADIA PHARMACEUTICALS INC</u> [ACAD] | | all applicable) Director Officer (give title | 10% Owner Other (specify | |
|---|---------|--|--|--|--|--|
| (Last) (First) 11085 TORREYANA ROAD #100 | | 3. Date of Earliest Transaction (Month/Day/Year) 05/01/2014 | | below) | below) | |
| | 92121 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person | rting Person | |
| | (First) | (First) (Middle) NA ROAD #100 CA 92121 | ACADIA PHARMACEUTICALS INC [rsten (First) (Middle) NA ROAD #100 3. Date of Earliest Transaction (Month/Day/Year) CA 92121 | Integrating Ferson ACADIA PHARMACEUTICALS INC [ACAD] (Check X (First) (Middle) NA ROAD #100 3. Date of Earliest Transaction (Month/Day/Year) CA 92121 | ACADIA PHARMACEUTICALS INC [ACAD] (Check all applicable) (First) (Middle) NA ROAD #100 3. Date of Earliest Transaction (Month/Day/Year) CA 92121 4. If Amendment, Date of Original Filed (Month/Day/Year) X Form filed by One Repo Form filed by More than 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) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
|---------------------------------|--|---|---|---|--------|---------------|--------------------------|---|---|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Common Stock | 05/01/2014 | | М | | 6,500 | A | \$8.85 | 15,000 | Ι | See footnote ⁽¹⁾ | |
| Common Stock | 05/01/2014 | | М | | 2,542 | A | \$8.85 | 17,542 | Ι | See footnote ⁽¹⁾ | |
| Common Stock | 05/01/2014 | | м | | 8,500 | A | \$11 | 26,042 | I | See footnote ⁽¹⁾ | |
| Common Stock | 05/01/2014 | | М | | 10,000 | A | \$9.04 | 36,042 | I | See footnote ⁽¹⁾ | |
| Common Stock | 05/01/2014 | | м | | 5,315 | A | \$15.02 | 41,357 | I | See footnote ⁽¹⁾ | |
| Common Stock | 05/01/2014 | | S ⁽²⁾ | | 32,857 | D | \$20.0333 ⁽³⁾ | 8,500 | Ι | See footnote ⁽¹⁾ | |

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. Transa Code (8) | | of Deri Secu Acq (A) (Disp of (E | umber vative urities uired or oosed 0) (Instr. 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 | | | | |
| Stock option (right to buy) | \$8.85 | 05/01/2014 | | М | | | 6,500 | (4) | 06/09/2015 | Common Stock | 6,500 | \$0 | 0 | I | See footnote ⁽¹⁾ |
| Stock option (right to buy) | \$8.85 | 05/01/2014 | | М | | | 2,542 | (4) | 06/09/2015 | Common Stock | 2,542 | \$0 | 0 | I | See footnote ⁽¹⁾ |
| Stock option (right to buy) | \$11 | 05/01/2014 | | М | | | 8,500 | (5) | 09/08/2015 | Common Stock | 8,500 | \$0 | 0 | I | See footnote ⁽¹⁾ |
| Stock option (right to buy) | \$9.04 | 05/01/2014 | | М | | | 10,000 | (6) | 06/12/2016 | Common Stock | 10,000 | \$0 | 0 | I | See footnote ⁽¹⁾ |
| Stock option (right to buy) | \$15.02 | 05/01/2014 | | М | | | 5,315 | (7) | 06/14/2017 | Common Stock | 5,315 | \$0 | 4,685 | I | See footnote ⁽¹⁾ |

Explanation of Responses:

1. Shares and options are held by Morgan Management Aps, a Danish corporation in which Mr. Rasmussen has a controlling interest.

2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in June 2013.

3. The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$19.55 to \$20.32 per share, inclusive. The reporting person undertakes to

provide ACADIA Pharmaceuticals Inc., any security holder of ACADIA Pharmaceuticals Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the foregoing range.

4. 25% of the shares subject to the stock option vested and became exercisable at the end of each 3-month period following the date of grant of June 10, 2005.

5. 25% of the shares subject to the stock option vested and became exercisable at the end of each 3-month period following the date of grant of September 9, 2005.

6. 25% of the shares subject to the stock option vested and became exercisable at the end of each 3-month period following the date of grant of June 13, 2006.

7. 25% of the shares subject to the stock option vested and became exercisable at the end of each 3-month period following the date of grant of June 15,2007.

/s/ Glenn F. Baity, Attorney-in-Fact 05/02/2014

** Signature of Reporting Person Date

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

 \ast 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.

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 Number.