

SIGMA TAU FINANZIARIA SPA
Form 4
September 28, 2009

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 *
SIGMA TAU FINANZIARIA SPA

2. Issuer Name and Ticker or Trading Symbol
DOR BIOPHARMA INC [DORB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/24/2009

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

VIA SUDAFRICA, 20,

(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
X Form filed by More than One Reporting Person

ROME, L6 00144

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 09/24/2009 | | P | V Amount (A) or (D) Price 3,952,569 A \$ 0.253 | 45,619,236 | I (1) | Indirect (1) |

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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Common Stock Warrant (right to buy) | \$ 0.278 | 09/24/2009 | | J ⁽²⁾ | 1 | 09/27/2009 | 09/27/2014 ⁽³⁾ | Common Stock | 1,976,284 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SIGMA TAU FINANZIARIA SPA VIA SUDAFRICA, 20 ROME, L6 00144 | | X | | |
| SIGMA TAU INTERNATIONAL SA 19-21 BLVD. DU PRINCE HENRI L-1724 LUXEMBOURG, N4 | | X | | |
| Sigma-Tau America S.A. 19-21 BLVD. DU PRINCE HENRI L-1724 LUXEMBOURG, N4 | | X | | |
| Sigma-Tau Pharmaceuticals, Inc. 9841 WASHINGTONIAN BLVD SUITE 500 GAITHERSBURG, MD 20878 | | X | | |

Signatures

/s/ Maurizio Terenzi, Proxy-holder
authorized 09/28/2009

**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) Shares directly owned by Sigma-Tau Pharmaceuticals, Inc. (?Pharmaceuticals?). Pharmaceuticals is a direct wholly-owned subsidiary of Sigma-Tau America S.A. (?America?). America is a direct wholly-owned subsidiary of Sigma-Tau International S.A. (?International?).

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International is a direct wholly-owned subsidiary of Sigma-Tau Finanziaria S.p.A.

- (2) This warrant was issued by the Issuer to Pharmaceuticals in consideration of Pharmaceuticals' purchase of 3,952,569 shares of common stock on September 24, 2009.

- (3) The expiration date of the warrant may be accelerated at the Issuer's option if the Issuer's common stock meets certain price thresholds and the common shares underlying the warrant are registered for resale pursuant to an effective registration statement or are freely transferable without volume restrictions pursuant to Rule 144 under the Securities Act of 1933, as amended.

Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

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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