

RATOFF STEVEN B
Form 4
December 28, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RATOFF STEVEN B

2. Issuer Name **and** Ticker or Trading
Symbol
TorreyPines Therapeutics, Inc.
[TPTX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/26/2006

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

C/O TORREYPINES
THERAPEUTICS, INC., 11085
NORTH TORREY PINES ROAD,
SUITE 300

(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
☐ Form filed by More than One Reporting
Person

LA JOLLA, CA 92037

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/26/2006		P		40,000	A	\$ 6.91 (1)
Common Stock	12/27/2006		P		9,958	A	\$ 7 (2)

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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				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

RATOFF STEVEN B
C/O TORREYPINES THERAPEUTICS, INC.
11085 NORTH TORREY PINES ROAD, SUITE 300
LA JOLLA, CA 92037

X

Signatures

/s/ Steven B.
Ratoff 12/28/2006

**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).

- The price is calculated as the weighted average of the following transactions (the number of common stock purchased is within the parenthetical): \$7.00 (10,029); \$6.92 (3,100); \$6.99 (6,375); \$6.80 (2,400); \$6.81 (3,950); \$6.82 (2,799); \$6.70 (1,347); \$6.84 (1,300); (1) \$6.93 (496); \$6.89 (400); \$6.95 (4,275); \$6.91 (500); \$6.88 (301); \$6.97 (376); \$6.68 (248); \$6.83 (500); \$6.76 (200); \$6.94 (400); \$6.90 (106); \$6.85 (100); \$6.96 (100); \$6.98 (200); \$6.74 (100); \$6.77 (100); \$6.79 (100); \$6.78 (99); \$6.86 (99). The price ranging from highest \$7.00 to lowest \$6.68.
- (2) The price is calculated as the weighted average of the following transactions (the number of common stock purchased is within the parenthetical): \$7.00 (9,858); \$6.98 (100). The price ranging from highest \$7.00 to lowest \$6.98.

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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