

GORDON CARL L
Form 4
May 03, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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

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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 *
GORDON CARL L

(Last) (First) (Middle)

C/O ORBIMED ADVISORS
LLC, 767 THIRD AVENUE, 30TH
FLOOR

(Street)

NEW YORK,, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMARIN CORP PLC\UK [AMRN]

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

04/29/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Ordinary Shares ⁽¹⁾ | 04/29/2011 | | S | 99,000 ₍₄₎ D \$ 16.01 ₍₆₎ | 1,832,400 | I | See Footnotes _{(2) (3)} |
| Ordinary Shares ⁽¹⁾ | 04/29/2011 | | S | 1,000 ₍₅₎ D \$ 16.01 ₍₆₎ | 17,600 | I | See Footnotes _{(2) (3)} |
| Ordinary Shares ⁽¹⁾ | 05/02/2011 | | S | 32,600 ₍₄₎ D \$ 16.3 ₍₇₎ | 1,799,800 | I | See Footnotes _{(2) (3)} |
| Ordinary Shares | 05/02/2011 | | S | 300 ₍₅₎ D \$ 16.3 | 17,300 | I | See |

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The reporting person is affiliated with OrbiMed Private Investments III, LP ("OPI III") and OrbiMed Associates III, LP ("Associates"), which hold the Shares reported herein. OrbiMed Capital GP III LLC ("Capital") is the sole general partner of OPI III. OrbiMed Advisors LLC ("Advisors"), a registered adviser under the Investment Advisers Act of 1940, as amended, is the sole managing member of Capital and the sole general partner of Associates. Samuel D. Isaly ("Isaly"), a natural person, is the managing member of, and holder of a controlling interest in, Advisors. OPI III and Associates have designated a representative, currently the reporting person, a member of Advisors, to serve on the Issuer's board of directors.

- The reporting person does not have sole voting or investment power over the securities held by OPI III and Associates. However, the reporting person may be deemed to have beneficial ownership of these securities by virtue of his affiliation with Advisors. The reporting person disclaims beneficial ownership of the Shares reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his pecuniary interest therein, if any. This report on Form 4 shall not be deemed an admission that the reporting person is a beneficial owner for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- (3) These Shares are beneficially owned by OPI III.
 - (5) These Shares are beneficially owned by Associates.

- The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$16.00 to \$16.05, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer 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 range set forth in this footnote.
- (6)

- The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$16.20 to \$16.51, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer 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 range set forth in this footnote.
- (7)

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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