

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2004-08-12** | Period of Report: **2004-08-12**
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ISSUER

CIMA LABS INC

CIK: **833298** | IRS No.: **411569769** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address
10000 VALLEY VIEW ROAD
EDEN PRAIRIE MN
55344-9361

Business Address
10000 VALLEY VIEW ROAD
EDEN PRAIRIE MN
55344-9361
9529478700

REPORTING OWNER

RATOFF STEVEN B

CIK: **1054941**
Type: **4** | Act: **34** | File No.: **000-24424** | Film No.: **04971483**

Mailing Address
5291 N CAMINO SW
TUSCON AZ 85718

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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

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

1. Name and Address of Reporting Person RATOFF STEVEN B			2. Issuer Name and Ticker or Trading Symbol CIMA LABS INC [CIMA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and Interim CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/12/2004					
10000 VALLEY VIEW ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
EDEN PRAIRIE, MN 55344								
(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)
			Code	V	Amount	(A) or (D)			
Common Stock	08/12/2004		D		6,300	D	\$34	0	D

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 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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Common Stock Option (right to buy)	\$4.75	08/12/2004		D			7,500	(1)	06/07/2005	Common Stock	7,500	\$29.25	0	D
Common Stock Option (right to buy)	\$1.75	08/12/2004		D			6,428	(2)	05/14/2007	Common Stock	6,428	\$32.25	0	D
Common Stock	\$5.75	08/12/2004		D			7,500	(3)	05/14/2007	Common Stock	7,500	\$28.25	0	D

Option (right to buy)														
Common Stock Option (right to buy)	\$1.3	08/12/2004		<u>D</u>			7,680	(4)	06/02/2008	Common Stock	7,680	\$32.7	0	D
Common Stock Option (right to buy)	\$3.75	08/12/2004		<u>D</u>			7,500	(5)	06/03/2008	Common Stock	7,500	\$30.25	0	D
Common Stock Option (right to buy)	\$1.083	08/12/2004		<u>D</u>			9,230	(6)	06/02/2009	Common Stock	9,230	\$32.917	0	D
Common Stock Option (right to buy)	\$3.25	08/12/2004		<u>D</u>			7,500	(7)	06/03/2009	Common Stock	7,500	\$30.75	0	D
Common Stock Option (right to buy)	\$4.96	08/12/2004		<u>D</u>			2,017	(8)	06/02/2010	Common Stock	2,017	\$29.04	0	D
Common Stock Option (right to buy)	\$27	08/12/2004		<u>D</u>			7,500	(9)	06/18/2012	Common Stock	7,500	\$7	0	D
Common Stock Option (right to buy)	\$24.15	08/12/2004		<u>D</u>			35,000	(10)	04/30/2013	Common Stock	35,000	\$9.85	0	D

Explanation of Responses:

1. This option, which vested on December 7, 1995, was cancelled pursuant to the merger agreement between issuer and Cephalon, Inc. in exchange for a cash payment equal to the difference between the exercise price of the option and \$34 per share.
2. This option, which has vested in full, was cancelled pursuant to the merger agreement between issuer and Cephalon, Inc. in exchange for a cash payment equal to the difference between the exercise price of the option and \$34 per share.
3. This option, which vested on November 14, 1997, was cancelled pursuant to the merger agreement between issuer and Cephalon, Inc. in exchange for a cash payment equal to the difference between the exercise price of the option and \$34 per share.
4. This option, which has vested in full, was cancelled pursuant to the merger agreement between issuer and Cephalon, Inc. in exchange for a cash payment equal to the difference between the exercise price of the option and \$34 per share.
5. This option, which vested on December 3, 1998, was cancelled pursuant to the merger agreement between issuer and Cephalon, Inc. in exchange for a cash payment equal to the difference between the exercise price of the option and \$34 per share.
6. This option, which has vested in full, was cancelled pursuant to the merger agreement between issuer and Cephalon, Inc. in exchange for a cash payment equal to the difference between the exercise price of the option and \$34 per share.
7. This option, which vested on December 3, 1999, was cancelled pursuant to the merger agreement between issuer and Cephalon, Inc. in exchange for a cash payment equal to the difference between the exercise price of the option and \$34 per share.
8. This option, which has vested in full, was cancelled pursuant to the merger agreement between issuer and Cephalon, Inc. in exchange for a cash payment equal to the difference between the exercise price of the option and \$34 per share.
9. This option, which provided for vesting in four equal annual installments beginning on June 18, 2003, was cancelled pursuant to the merger agreement between issuer and Cephalon, Inc. in exchange for a cash payment equal to the difference between the exercise price of the option and \$34 per share.
10. This option, which provided for vesting in two equal annual installments beginning on May 1, 2003, was cancelled pursuant to the merger agreement between issuer and Cephalon, Inc. in exchange for a cash payment equal to the difference between the exercise price of the option and \$34 per share.

Signatures

/s/ Gordon S. Weber, attorney-in-fact

** Signature of Reporting Person

08/12/2004

Date

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

* 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.

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