SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2009-01-26** | Period of Report: **2009-01-22** SEC Accession No. 0001209191-09-004929

(HTML Version on secdatabase.com)

ISSUER

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CIK:1344413| IRS No.: 770567768 | State of Incorp.:DE | Fiscal Year End: 1231

SIC: 2834 Pharmaceutical preparations

Mailing Address 2091 STIERLIN COURT MOUNTAIN VIEW CA 94043 Business Address 2091 STIERLIN COURT MOUNTAIN VIEW CA 94043 650.944.7000

REPORTING OWNER

RINGOLD GORDON

CIK:1101713

Type: 4 | Act: 34 | File No.: 000-51820 | Film No.: 09546387

Mailing Address 525 UNIVERSITY AVENUE SUITE 700 PALO ALTO CA 94301 Business Address 6503241245

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287

Expires: 02/28/2011

Estimated average burden
hours per response 0.5

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 RINGOLD GO	ss of Reporting Person	n <u>*</u>	2. Issuer Name and Ticker or Trading Symbol Alexza Pharmaceuticals Inc. [ALXA]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director10% Owner				
(Last) (First) (Middle)		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/22/2009	Officer (give title Other (specify below)				
665 CLYDE AVI	E, STE. A							
(Street) MOUNTAIN VIEW, CA 94043			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing (Check applicable line) X Form Filed by One Reporting Person Form Filed by More than One Reporting Person				
(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)	Execution Date, if any (Month/Day/ 8)		4. Securities Acc Disposed of (D)			5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
		Year)	Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	
Common Stock	01/22/2009	01/22/2009	<u>A</u>		16,014 ^(<u>1</u>)	A	\$ 0	98,017	D	
Common Stock								7,000	I	By the Vivian Robb Trust, as trustee
Common Stock								9,276	I	Held by spouse
Common Stock								9,276	I	By the Gordon Ringold & Tanya Zarucki 1999 Reversible Trust, as co-trustee

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	or Exercise	 3A. Deemed Execution Date, if any (Month/ Day/ Year)	4. Transac Code (Instr. 8)		5. Numb of Deriva Secur Acqui (A) or Dispo of (D) (Instr. 4, and	er ative rities red sed	6. Date Exer and Expiratio (Month/Day/	n Date	7. Title and of Securitie Underlying Derivative S (Instr. 3 and	s Security	8. Price of Derivative Security (Instr. 5)	Beneficially Owned Following	Derivative Security: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	>	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number					

				of Shares		
				Silales		

Explanation of Responses:

1. Represents shares issued as restricted stock units (the "RSU") under the Issuer's 2005 Equity Incentive Plan (the "Plan") in lieu of cash non-employee director compensation. The vested RSU shares will be delivered to the Reporting Person on January 22, 2010, the one year anniversary of the date of grant, provided that at the relevant vesting date the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan.

Signatures

/s/ Brent D. Fassett, Attorney-in-Fact

01/26/2009

Date

** Signature of Reporting Person

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.

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.