

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-09** | Period of Report: **2013-01-07**
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REPORTING OWNER

Marino Michael F III

CIK: **1502700**

Type: **4** | Act: **34** | File No.: **001-34836** | Film No.: **13521336**

Mailing Address

*C/O NUPATHE, INC.
227 WASHINGTON STREET,
SUITE 200
CONSHOHOCKEN PA 19428*

ISSUER

NUPATHE INC.

CIK: **1375200** | IRS No.: **000000000** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address

*227 WASHINGTON STREET
SUITE 200
CONSHOHOCKEN PA 19428*

Business Address

*227 WASHINGTON STREET
SUITE 200
CONSHOHOCKEN PA 19428
484-567-0130*

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	
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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 Marino Michael F III			2. Issuer Name and Ticker or Trading Symbol NUPATHE INC. [PATH]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) VP and General Counsel		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2013					
C/O NUPATHE INC., 227 WASHINGTON STREET, SUITE 200			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) CONSHOCKEN, PA 19428								
(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)	Price			
Common Stock ⁽¹⁾	01/07/2013		A		37,500	A	(2)	37,500	D	
Common Stock ⁽²⁾	01/07/2013		A		21,984	A	(2)	59,484	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	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$5.93	10/07/2010		D		75,000		(4)	10/11/2020	Common Stock	75,000	(2)	0	D	
Stock Option (Right to Buy)	\$3.06	01/07/2013		D		30,675		(5)	03/08/2022	Common Stock	30,675	(2)	0	D	

Explanation of Responses:

1. Represents 37,500 restricted stock units that vest 50% on January 7, 2014 with the balance vesting in four equal quarterly installments thereafter. One share of NuPathe Inc. ("Issuer") common stock will be delivered to the Reporting Person for each vested restricted stock unit on the earliest of: (i) March 31 of the calendar year immediately following the year in which the restricted stock unit vests, (ii) a change of control of the Issuer and (iii) the Reporting Person's separation of service from the Issuer.
2. On January 7, 2013, the Issuer canceled stock options granted to the Reporting Person on October 10, 2010 and March 8, 2012. In exchange for such stock options, the Reporting Person received 37,500 restricted stock units and 21,984 shares of restricted stock.
3. Represents 21,984 shares of restricted stock that vest 50% on January 7, 2014 with the balance vesting in four equal quarterly installments thereafter.
4. This cancelled stock option provided for 25% vesting on October 7, 2011 with the balance vesting in 12 equal quarterly installments thereafter.
5. This cancelled stock option provided for 25% vesting on March 8, 2013 with the balance vesting in 12 equal quarterly installments thereafter.

Signatures

/s/ Michael F. Marino

** Signature of Reporting Person

01/09/2013

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.

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.