

Giles Richard B
Form 4
January 17, 2012

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 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 *
Giles Richard B

2. Issuer Name and Ticker or Trading Symbol
Ampio Pharmaceuticals, Inc.
[AMPE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/13/2012

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

C/O AMPIO
PHARMACEUTICALS, INC., 5445
DTC PARKWAY, SUITE 925

(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

GREENWOOD
VILLAGE, CO 80111

(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 or Price (A) or (D)		
Common Stock	01/13/2012		A		2,268 (1) \$ 4.41	D	
Common Stock	01/17/2012		A		367 (2) \$ 2.97	D	
Common Stock	01/17/2012		A		17 (2) \$ 2.97	I	By son

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

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(9-02)

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. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Giles Richard B C/O AMPIO PHARMACEUTICALS, INC. 5445 DTC PARKWAY, SUITE 925 GREENWOOD VILLAGE, CO 80111	X			

Signatures

/s/ Mark D. McGregor, by power of attorney 01/17/2012

**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).
- (1) The shares were issued to the Reporting Person under the Issuer's 2010 Stock Option and Incentive Plan and pursuant to the Issuer's compensation arrangements approved by the Board of Directors of the Issuer in August 2011.
- (2) Represents shares issued to the Reporting Person pursuant to the terms of that certain Indemnification Escrow Agreement, dated March 14, 2011 entered into in connection with the acquisition of DMI BioSciences, Inc. by the Issuer in March 2011. The price per share has been calculated using the consideration paid by the Reporting Person for shares of DMI BioSciences, Inc. (\$1.50 per share), which were subsequently exchanged for shares of the Issuer's common stock at a rate of approximately 1.18 to 1 (resulting effective price of \$1.77 per share), as affected by a pro rata reduction in the number of shares released from escrow to former DMI stockholders after the Issuer was awarded approximately 95,700 shares of its common stock from the escrow account in satisfaction of indemnification claims (resulting

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effective price of \$2.97 per share).

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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