

SADOWSKI PETER L

Form 4

May 19, 2011

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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 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 *
 SADOWSKI PETER L

(Last) (First) (Middle)

C/O ANTARES PHARMA INC, 250
 PHILLIPS BLVD, SUITE 290

(Street)

EWING, NJ 08618

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol

ANTARES PHARMA, INC. [AIS]

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

05/17/2011

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

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
 Applicable Line)
 ____X____ 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)
Common Stock	05/17/2011		A	(A) or (D) Amount 32,000 (1)	Price (2) 133,221 (3)	D	

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)**

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 1.66	05/17/2011		A	51,000 (4)	(5) 05/16/2021	Common Stock	51,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SADOWSKI PETER L C/O ANTARES PHARMA INC 250 PHILLIPS BLVD, SUITE 290 EWING, NJ 08618	Senior Vice President

Signatures

Robert F. Apple as attorney-in-fact for Peter Sadowski 05/19/2011

__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).
- Represents the target number of shares Dr. Sadowski may receive pursuant to the terms of the performance stock unit award made to Dr. Sadowski under the 2008 Equity Compensation Plan if certain performance goals are attained over the three-year period beginning January 1, 2011 and ending December 31, 2013 and Dr. Sadowski continues in employment with the Company through that period.
- (1) Sadowski under the 2008 Equity Compensation Plan if certain performance goals are attained over the three-year period beginning January 1, 2011 and ending December 31, 2013 and Dr. Sadowski continues in employment with the Company through that period.
- (2) Not applicable
- (3) Represents the total number of shares owned plus all outstanding unearned or unvested shares granted less the number of shares used to fulfill tax withholding obligations when certain shares previously granted became taxable after they were earned or vested.
- (4) Represents grant of options to purchase shares of common stock, par value \$0.01 per share, issued under the Antares Pharma, Inc. 2008 Equity Compensation Plan.
- (5) The options vest in equal quarterly installments over three years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.