

WATSON PHARMACEUTICALS INC

Form 4

August 24, 2005

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 *
BOYER ANDREW S

2. Issuer Name and Ticker or Trading Symbol
WATSON PHARMACEUTICALS INC [WPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/22/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
VP, Sales & Marketing

C/O WATSON PHARMA, INC., 360 MOUNT KEMBLE AVENUE

(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

MORRISTOWN, NJ 07960

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock, par value \$0.0033	08/22/2005		M		10,000 A \$ 28.15	11,667	D
Common Stock, par value \$0.0033	08/22/2005		M		9,000 A \$ 26.4	20,667	D
Common Stock, par	08/22/2005		M		9,000 A \$ 24.15	29,667	D

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value
\$0.0033

Common Stock, par value \$0.0033	08/22/2005	M	3,200	A	\$ 26.14	32,867	D
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Common Stock, par value \$0.0033	08/22/2005	S	31,200	D	\$ 35.6	1,667 ⁽¹⁾	D
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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Incentive Stock Options to Purchase Common Stock	\$ 28.15	08/22/2005		M	2	11/26/2003 11/26/2011	Common Stock, par value \$0.0033
Non-Qualified Options to Purchase Common Stock	\$ 28.15	08/22/2005		M	9,998	11/26/2004 11/26/2011	Common Stock, par value \$0.0033
Incentive Stock Options to Purchase Common Stock	\$ 26.4	08/22/2005		M	5	05/28/2003 05/28/2012	Common Stock, par value \$0.0033

Non-Qualified Options to Purchase Common Stock	\$ 26.4	08/22/2005	M	8,995	05/28/2005	05/28/2012	Common Stock, par value \$0.0033	8,9
Non-Qualified Options to Purchase Common Stock	\$ 24.15	08/22/2005	M	9,000	04/15/2005	04/15/2012	Common Stock, par value \$0.0033	9,0
Non-Qualified Options to Purchase Common Stock	\$ 26.14	08/22/2005	M	3,200	08/09/2005	08/09/2014	Common Stock, par value \$0.0033	3,2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOYER ANDREW S C/O WATSON PHARMA, INC. 360 MOUNT KEMBLE AVENUE MORRISTOWN, NJ 07960			VP, Sales & Marketing	

Signatures

/s/ANDREW S.
BOYER 08/23/2005

**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) This represents shares of restricted stock issued pursuant to the Amendment and Restatement of the 2001 Incentive Award Plan of Watson Pharmaceuticals, Inc.

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.