

Giles Richard B
 Form 4
 January 22, 2013

FORM 4

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

OMB APPROVAL

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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)
 01/18/2013

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 (A) or (D) Price			
Common Stock	01/18/2013		M	40,000 A \$ 2.2	40,000	I	By wife
Common Stock	01/18/2013		M	10,417 A \$ 2.76	50,417	I	By wife
Common Stock					173,238	D	
Common Stock					1,838	I	By son

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- (2) The Reporting Person's wife resigned from the Issuer, effective October 24, 2012 and her remaining stock options were unvested and were automatically terminated.

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