

CRITICAL THERAPEUTICS INC
 Form 4
 November 04, 2008

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 *
 Townsend Scott B

2. Issuer Name and Ticker or Trading Symbol
 CRITICAL THERAPEUTICS INC
 [CRTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/31/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 GENERAL COUNSEL and EVP LEGAL

C/O CORNERSTONE
 THERAPEUTICS INC., 2000
 REGENCY PARKWAY SUITE 255

(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

CARY, NC 27518

(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	10/31/2008		F(1)		193 (2)	D	3.9 (3)
Common Stock	11/03/2008		A		148,722	A	\$ 0 (4)

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

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number.

**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 (Instr. 5)	
							Amount or Number of Shares			
							Date Exercisable	Expiration Date	Title	Number of Shares
							Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Townsend Scott B C/O CORNERSTONE THERAPEUTICS INC. 2000 REGENCY PARKWAY SUITE 255 CARY, NC 27518	GENERAL COUNSEL and EVP LEGAL

Signatures

/s/ Scott B. Townsend
Date: 11/04/2008

**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) Pursuant to a tax withholding right approved by the Company's board of directors, the reporting person satisfied his tax withholding obligations upon the vesting of restricted stock granted to him on December 27, 2006 through a deemed disposition to the Company of a portion of the restricted shares that vested upon the "change in control" of the Company in connection with the merger with Cornerstone BioPharma Holdings, Inc. The Company deducted and retained these shares from the number of restricted shares that vested.
 - (2) On October 31, 2008, the common stock of Critical Therapeutics, Inc. was the subject of a 1-for-10 reverse stock split, resulting in a reduction to the reporting person's ownership of common stock to reflect such reverse stock split.
 - (3) Price adjusted to reflect reverse stock split.
 - (4) This restricted stock was received pursuant to the terms of a restricted stock agreement. The vesting schedule of this restricted stock is 25% on May 1, 2009, 25% on May 1, 2010, 25% on May 1, 2011, and 25% on May 1, 2012.

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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