

MEDICIS PHARMACEUTICAL CORP

Form 4

July 25, 2005

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
PRYGOCKI MARK A SR

2. Issuer Name **and** Ticker or Trading
Symbol
MEDICIS PHARMACEUTICAL
CORP [MRX]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
8125 N. HAYDEN ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/21/2005

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
EVP,CFO Corp Sec/Treas

SCOTTSDALE, AZ 85258

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	07/21/2005		A		7,600 (3)	A \$ 0 33,313	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(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 Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option	\$ 32.41	07/21/2005		A	33,232	07/21/2006 ⁽¹⁾	Common Stock	33,2
Employee Stock Option	\$ 32.41	07/21/2005		A	4,768	07/21/2006 ⁽²⁾	Common Stock	4,76

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRYGOCKI MARK A SR 8125 N. HAYDEN ROAD SCOTTSDALE, AZ 85258			EVP,CFO Corp Sec/Treas	

Signatures

Mark
Prygocki,Sr. 07/25/2005

__Signature of Date
Reporting Person

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) NQ Employee Stock Option vesting over 5 years on grant date beginning 7/21/2006. 10% year 1, 10% year 2, 20% year 3, 30% year 4, 30% year 5.
- (2) NQ Employee Stock Option vesting over 5 years on grant date beginning 7/21/2006. 10% year 1, 10% year 2, 20% year 3, 30% year 4, 30% year 5.
- (3) Restricted Stock Grant vesting over 5 years on grant date beginning 7/21/2006. 10% year 1, 10% year 2, 20% year 3, 30% year 4, 30% year 5.

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.