

RODNER SETH L
Form 4
December 13, 2012

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 *
RODNER SETH L

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)
7720 N. DOBSON RD.
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2012

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
EVP, CLO & Corp Secretary

SCOTTSDALE, AZ 85256
(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | 12/11/2012 | | D | 53,792 (1) | \$ 44 0 | D | |

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

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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 of Underlying Security (Instr. 3 and 4) | 8. Amount of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------|
| Employee Stock Appreciation Right | \$ 11.28 | 12/11/2012 | | D | 112,701 | (2) 02/27/2016 | Common Stock | 112,701 |
| Employee Stock Appreciation Right | \$ 22.69 | 12/11/2012 | | D | 83,382 | (3) 03/01/2017 | Common Stock | 83,382 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RODNER SETH L 7720 N. DOBSON RD. SCOTTSDALE, AZ 85256 | | | EVP, CLO & Corp Secretary | |

Signatures

Seth L. Rodner 12/13/2012

__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) On December 11, 2012, the Issuer completed its merger (the "Merger") with Valeant Pharmaceuticals International ("Valeant"), whereby the Issuer became a wholly owned subsidiary of Valeant, pursuant to an Agreement and Plan of Merger that was entered into on September 2, 2012 (the "Merger Agreement"). In accordance with the Merger Agreement, each share of common stock of the Issuer issued and outstanding immediately prior to the consummation of the Merger converted into a right to receive an amount in cash equal to \$44.00 per share (the "Per Share Merger Consideration"), without interest. The amount of shares in Column 4 includes 49,748 restricted shares of common stock that also converted into a right to receive the Per Share Merger Consideration.

(2) In accordance with the terms of the Merger Agreement, each stock appreciation right relating to shares of the Issuer (whether vested or unvested) that was outstanding immediately prior to the consummation of the Merger was cancelled in exchange for the right to receive an amount in cash equal to the product of the number of shares of Issuer common stock subject to the stock appreciation right and the excess, if any, of the Per Share Merger Consideration over the exercise price per share of each respective award, less any required withholding taxes. This award included 84,526 of unvested stock appreciation rights prior to the consummation of the Merger.

(3) In accordance with the terms of the Merger Agreement, each stock appreciation right relating to shares of the Issuer (whether vested or unvested) that was outstanding immediately prior to the consummation of the Merger was cancelled in exchange for the right to receive an amount in cash equal to the product of the number of shares of Issuer common stock subject to the stock appreciation right and the excess, if any, of the Per Share Merger Consideration over the exercise price per share of each respective award, less any required

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withholding taxes. This award included 74,117 of unvested stock appreciation rights prior to the consummation of the Merger.

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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