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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) February 23, 2009

A.P. Pharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33221
(Commission
File Number)

94-2875566
(I.R.S. Employer
Identification No.)

123 Saginaw Drive
Redwood City CA
(Address of principal executive offices)

94063
(Zip Code)

Registrant's telephone number, including area code (650) 366-2626

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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INFORMATION TO BE INCLUDED IN THE REPORT

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective February 23, 2009, John B. Whelan was appointed vice president, finance and chief financial officer of A.P. Pharma, Inc. (the "Company"). He replaces Gregory Turnbull, who was serving as interim chief financial officer.

Pursuant to his employment letter agreement, Mr. Whelan will be entitled to receive cash compensation equal to \$300,000 annually and be eligible to receive an annual incentive bonus with a target of 35% of his base salary.

Additionally, on February 23, 2009, Mr. Whelan was granted options to purchase 350,000 shares of the Company's Common Stock, which will vest over a four-year period with 25% of the shares vesting one year from February 23, 2009, and at a rate of 1/48th of the shares per month for the remaining 36 months, for so long as Mr. Whelan continues to be employed by the Company. The exercise price of the options is \$0.61 per share, which was the closing price of the Company's Common Stock on the grant date.

In the event of "Involuntary Termination", as defined in his employment letter, Mr. Whelan will be entitled to (i) cash severance in the amount equal to 12 months of his annual salary plus his average annual bonus paid during three prior years, (ii) continued Company-paid health insurance coverage pursuant to COBRA for up to 12 months from the date of the termination, and (iii) an additional 12 month vesting of his stock options. Furthermore, if a change of control of the Company occurs and Mr. Whelan's employment is terminated or his duties are materially reduced within 30 days prior to or one year following such change of control event, in addition to the cash severance payments and insurance coverage indicated above, all of his then unvested stock options shall immediately vest.

A copy of the press release announcing Mr. Whelan's appointment is attached as Exhibit 99.1.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of A. P. Pharma, Inc., dated February 25, 2009

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

A.P. Pharma, Inc.

Date: February 25, 2009

/S/ Ronald J. Prentki

Ronald J. Prentki

President, Chief Executive Officer and Director

**For Immediate Release****A.P. Pharma Appoints John B. Whelan as Chief Financial Officer**

REDWOOD CITY, Calif. — February 25, 2009 — A.P. Pharma, Inc. (Nasdaq: APPA), a specialty pharmaceutical company, today announced that John B. Whelan has been appointed to the role of vice president, finance and chief financial officer effective February 23, 2009. Mr. Whelan replaces Gregory Turnbull, who was serving as interim chief financial officer and will remain a company director and a member of the board's executive committee.

"John's expertise in financial operations and significant general management experience make him a valuable asset and addition to A.P. Pharma's management team," stated Ronald J. Prentki, A.P. Pharma's president and chief executive officer.

Mr. Prentki continued, "I would also like to thank Greg Turnbull for his contributions as interim CFO, and although we will miss his involvement with the company's daily activities we are fortunate that we will continue to benefit from his contributions as a member of our board of directors."

Prior to joining A.P. Pharma, Mr. Whelan was chief operating officer and chief financial officer at Raven biotechnologies, where he oversaw the finance function as well as having broad operational responsibilities. While at Raven, Mr. Whelan helped secure over \$100MM in financing, form collaborations with Wyeth, Abbott and ICOS, advance its lead cancer program into a phase 2 clinical trial, and complete the sale of the company. Prior to Raven he was vice president and chief financial officer at Eos Biotechnology, where he was responsible for finance, business development, and administration. Previously, Mr. Whelan held a number of ascending management positions at Hewlett Packard/Agilent, culminating in his tenure as director of corporate development, during which he led the consummation of numerous acquisitions, investments, and collaborations with companies in the life sciences, medical devices, and computing industries. Mr. Whelan has a BS in Engineering from the University of California, Berkeley and an MBA from the Anderson Graduate School of Management at UCLA.

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“A.P. Pharma has a strong management team, and I am excited to be joining them,” stated Mr. Whelan. “I look forward to working closely with the team as we progress the Company’s lead program, APF530, to a successful NDA submission, partnership and commercialization, while continuing to create long-term shareholder value through the advancement of a robust pipeline based on A.P. Pharma’s proprietary Biochronomer™ technology.”

About A.P. Pharma

A.P. Pharma is a specialty pharmaceutical company focused on the development of ethical (prescription) pharmaceuticals utilizing its proprietary polymer-based drug delivery systems. The company is focused on the development and commercialization of its bioerodible injectable and implantable systems under the trade name Biochronomer™. Initial target areas of application for the company’s drug delivery technology include anti-nausea, where its lead product APF530 is being developed to prevent chemotherapy-induced nausea and vomiting (CINV), pain management, anti-inflammation and DNA/RNAI applications. For further information visit the company’s web site at www.appharma.com.

Forward-looking Statements

This news release contains “forward-looking statements” as defined by the Private Securities Reform Act of 1995. These forward-looking statements involve risks and uncertainties, including uncertainties associated with timely development, approval, launch and acceptance of new products, establishment of new corporate partnerships, and other risks and uncertainties identified in the Company’s filings with the Securities and Exchange Commission. We caution investors that forward-looking statements reflect our analysis only on their stated date. We do not intend to update them except as required by law.

Contacts

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and

Corporate Communications Alliance, LLC
Edie DeVine, President
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