

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>TANG KEVIN C</u> (Last) (First) (Middle) 4747 EXECUTIVE DRIVE SUITE 510 (Street) SAN DIEGO CA 92121 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AP PHARMA INC /DE/ [APPA]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	12/19/2012		G ⁽¹⁾	5,746,716	D	\$0.00	64,213,600	I ⁽²⁾	By LP ⁽²⁾
Common Stock							286,950	I ⁽³⁾	As Trustee ⁽³⁾
Common Stock							138,841	D ⁽⁴⁾	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*
TANG KEVIN C
 (Last) (First) (Middle)
 4747 EXECUTIVE DRIVE
 SUITE 510
 (Street)
 SAN DIEGO CA 92121
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
TANG CAPITAL MANAGEMENT LLC
 (Last) (First) (Middle)
 4747 EXECUTIVE DRIVE
 SUITE 510
 (Street)
 SAN DIEGO CA 92121
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

TANG CAPITAL PARTNERS LP

(Last) (First) (Middle)

4747 EXECUTIVE DRIVE
SUITE 510

(Street)
SAN DIEGO CA 92121

(City) (State) (Zip)

Explanation of Responses:

1. The gifted securities were held by Kevin C. Tang, in his capacity as Trustee of the Tang Family Trust, and such shares were donated to a charitable foundation that Mr. Tang controls. Accordingly, Mr. Tang continues to exercise voting and dispositive powers over the securities owned by such foundation, although he disclaims any pecuniary interest in such shares. Prior to the reported gift, such securities were distributed to the Tang Family Trust from Tang Capital Partners, LP, which was the record and beneficial holder of the shares.
2. The securities are held by Tang Capital Partners, LP. Kevin C. Tang is the sole manager of Tang Capital Management, LLC, which is the general partner of Tang Capital Partners, LP. Mr. Tang disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
3. The securities are owned by Kevin C. Tang as custodian for his minor children, as Trustee of the Tang Family Trust and as Trustee of the Tang Advisors, LLC Profit Sharing Plan, for which Mr. Tang serves as Trustee and in which he is a participant. Mr. Tang disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
4. 42,950 of these securities are held by Kevin C. Tang's IRA.

Remarks:

[/s/ Kevin C. Tang](#) [02/14/2013](#)

[/s/ Kevin C. Tang, Managing Member](#) [02/14/2013](#)

[/s/ Kevin C. Tang, Managing Member of Tang Capital Management, LLC, General Partner](#) [02/14/2013](#)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.