

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).

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>Baker Bros. Capital (GP), LLC</u> (Last) (First) (Middle) 667 MADISON AVENUE 21ST FLOOR (Street) NEW YORK NY US 10065 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>AP PHARMA INC /DE/ [APPA]</u> 3. Date of Earliest Transaction (Month/Day/Year) 07/01/2011 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
		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 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			

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)		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)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person*
Baker Bros. Capital (GP), LLC
 (Last) (First) (Middle)
 667 MADISON AVENUE 21ST FLOOR
 (Street)
 NEW YORK NY US 10065
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BAKER JULIAN
 (Last) (First) (Middle)
 667 MADISON AVENUE, 17TH FLOOR
 (Street)
 NEW YORK NY US 10021
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
BAKER FELIX
 (Last) (First) (Middle)
 667 MADISON AVENUE, 21ST FLOOR
 (Street)
 NEW YORK NY US 10065
 (City) (State) (Zip)

(City)

(State)

(Zip)

Explanation of Responses:

[/s/ Julian C. Baker, as
Managing Member of Baker
Bros. Capital \(GP\), LLC](#) [07/06/2011](#)

[/s/ Julian C. Baker](#) [07/06/2011](#)

[/s/ Felix J. Baker](#) [07/06/2011](#)

** 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.