FORM 4

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

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

washington, b.c. 20040

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OIVID APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
hours per response:	0.5							

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* POYHONEN JOHN						2. Issuer Name and Ticker or Trading Symbol HERON THERAPEUTICS, INC. /DE/ [ HRTX ]							f Reporting Peable)	10% Ov	vner
42.42 CAMPITE DOINT COLIDT					3. Date of Earliest Transaction (Month/Day/Year) 07/15/2019							X Officer (give title Other (specify below)  EVP, Chief Commercial Officer			
			92121 (Zip)	4.	4. If Amendment, Date of Original Filed (Month/Day/Year)							dividual or Joint/Group Filing (Check Applicable  Form filed by One Reporting Person  Form filed by More than One Reporting  Person			
		Ta	ble I - Non-D	erivati	ve Se	ecurities	s Ac	quired, Di	sposed o	of, or Be	neficially	Owned			
1. Title of Security (Instr. 3)  2. Transa Date (Month/D					action 2A. Deemed Execution Date, if any (Month/Day/Year		Code (Ins 8)	str.		tr. 3, 4 and 5	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)		rm: Direct or Indirect (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Table II - De (e.					Code   V  uired, Dis  s, options,	posed of,	or Ben	eficially (	(Instr. 3 a	nd 4)		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security			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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Employee Stock Option (Right to Buy)	\$18.29	07/15/2019		A		300,000		(1)	07/15/2029	Common Stock	300,000	\$0.00	300,000	D	

## Explanation of Responses:

1. Options shall vest and become exercisable with respect to 75,000 shares on the first anniversary of his first day of employment (the "Grant Date"), followed by 225,000 shares vesting ratably each month over the subsequent three years, such that 300,000 options will be fully vested on the four year anniversary of the Grant Date.

## Remarks:

/s/ Lisa R. Peraza Attorney-infact for John Poyhonen 07/17/2019

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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.

 $Persons \ who \ respond \ to \ the \ collection \ of \ information \ contained \ in \ this \ form \ are \ not \ required \ to \ respond \ unless \ the \ form \ displays \ a \ currently \ valid \ OMB \ Number.$