SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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 <sup>*</sup> TANG KEVIN C			R (N	2. Date of Event Requiring Statement (Month/Day/Year) 06/14/2007		3. Issuer Name <b>and</b> Ticker or Trading Symbol <u>AP PHARMA INC /DE/</u> [ APPAD ]								
(Last) (First) (Middle) 4401 EASTGATE MALL				100/14/2007		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)       5. If Amendment, Date of Original (Month/Day/Year)         Director       X       10% Owner						-		
(Street) SAN DIEGO CA 92121						Officer (give title Other (spec below) below)			App		<ul> <li>Individual or Joint/Group Filing (Check Applicable Line)</li> <li>Form filed by One Reporting Person</li> <li>X Reporting Person</li> </ul>			
(City) (	State)	(Zip)	_											
			 Ta	able I - Nor	-Deriva	tive Securities Benefici	ially	y Owned						
1. Title of Security (Instr. 4)					2. Amount of Securities Beneficially Owned (Instr. 4) 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)			4. Nature of Indirect Beneficial Ownership (Instr. 5)						
Common Stock						4,004,385 I <sup>(1)</sup>				By L.P. <sup>(1)</sup>				
Common Stock						286,950	1	<b>I</b> <sup>(2)</sup>		As Trustee <sup>(2)</sup>				
Common Stock					42,950 D <sup>(3)</sup>									
			(e.g			e Securities Beneficial ants, options, convertib			s)					
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable ar Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securi Underlying Derivative Securi		ties y (Instr. 4)	4. Conversion or Exercise		5. Ownership Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)			
				Date Exercisable	Expiratio Date	n Title		Amount or Number of Shares	Price o Deriva Securi	tive	Direct (D) or Indirect (I) (Instr. 5)			
1. Name and Addre	-	g Person <sup>*</sup>		ļ					1		<u> </u>	I		
(Last) 4401 EASTGAT	(First) TE MALL		(Middle)											
(Street) SAN DIEGO	CA		92121											
(City)	(State)		(Zip)											
1. Name and Addre TANG CAPI			NT LL	<u>C</u>										
(Last) 4401 EASTGAT	(First) TE MALL		(Middle)											
(Street) SAN DIEGO	CA	!	92121											
(City)	(State)		(Zip)											
1. Name and Addre TANG CAPI			2											
(Last) 4401 EASTGAT	(First) TE MALL		(Middle)											
(Street) SAN DIEGO	CA		92121											
					1									

(City)	(State)	(Zip)	

## Explanation of Responses:

1. 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 the securities except to the extent of his pecuniary interest therein.

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.
 The securities are owned by Kevin C. Tang's IRA.

Remarks:

<u>/s/ Kevin C. Tang</u>	06/18/2007
<u>/s/ Kevin C. Tang, Manager</u>	<u>06/18/2007</u>
<u>/s/ Kevin C. Tang, Manager of</u> <u>Tang Capital Management</u> , LLC, General Partner	<u>06/18/2007</u>
** 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 5 (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.