SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL									
OMB Number: 3235-0287									
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<u>D</u>		2. Issuer Name and Ticker or Trading Symbol <u>HERON THERAPEUTICS, INC. /DE/</u> [HRTX]		Director10% OwnerOfficer (give titleOther (speci		
(Last) (First) (Middle) 123 SAGINAW DRIVE		3. Date of Earliest Transaction (Month/Day/Year) 10/14/2015		Chief Executive Officer		
CA	94063	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line) X	Form filed by One Re	porting Person	
	(First) DRIVE	(First) (Middle) DRIVE CA 94063	D HERON THERAPEUTICS, INC. /DE/ [(First) (Middle) DRIVE 3. Date of Earliest Transaction (Month/Day/Year) CA 94063	D HERON THERAPEUTICS, INC. /DE/ [(Checl X (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) X DRIVE 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Indi CA 94063 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Indi	D HERON THERAPEUTICS, INC. /DE/ [HRTX] (Check all applicable) (First) (Middle) DRIVE 3. Date of Earliest Transaction (Month/Day/Year) (Check all applicable) 10/14/2015 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filin X Form filed by One Regeneration Form filed by More the 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)	Transaction Code (Instr.					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	10/14/2015		М		10,000	Α	\$7.2	80,055	D	

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. Transa Code (8)		of		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	10. Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	Disp of (D	oosed 0) (Instr. and 5)	Date Exercisable			Amount or Number of Title Shares		Following Reported Transaction(s) (Instr. 4)	(l) (Instr. 4)	
Stock Option (Right to Buy)	\$7.2	10/14/2015	10/14/2015	М			10,000	(1)	05/01/2023	Common Stock	10,000	\$0.00	940,694	D	

Explanation of Responses:

1. At the date of filing, 165,538 shares of the options granted pursuant to the underlying awards are fully vested and exercisable.

Remarks:

/s/ Esme C. Smith Attorney-infact for Barry D. Quart 10

<u>10/15/2015</u>

** Signature of Reporting Person Dat

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.

n Date

I hereby constitute and appoint each of Brian G. Drazba, Esme C. Smith, and Lisa R. Pereza individually as my true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Heron Therapeutics, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Act"), and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action in connection with the foregoing which, in the opinion of such attorney-in-fact, is intended to benefit, is in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any act requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all the acts such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 of the Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of the date set forth below.

By: /s/ Barry Quart Print Name: Barry Quart

Date: 12/5/2014