

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G/A
Amendment No. 1
Under the Securities Exchange Act of 1934

A.P. Pharma, Inc.

(Name of Issuer)

Common Stock, par Value \$0.01 per Share

(Title of Class of Securities)

00202J104

(CUSIP Number)

December 31, 2004

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which
this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a
reporting person's initial filing on this form with respect to the
subject class of securities, and for any subsequent amendment
containing information which would alter the disclosures provided
in a prior cover page.

The information required in the remainder of this cover page shall
not be deemed to be "filed" for the purpose of Section 18 of the
Securities Exchange Act of 1934 ("Act") or otherwise subject to the
liabilities of that section of the Act but shall be subject to all
other provisions of the Act (however, see the Notes).

CUSIP No. 00202J104

SCHEDULE 13G

Page 2 of 5 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

North Sound Capital LLC (1)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 NUMBER OF SOLE VOTING POWER
SHARES 0

6 BENEFICIALLY SHARED VOTING POWER
OWNED BY 2,362,034
EACH

7 REPORTING SOLE DISPOSITIVE POWER

PERSON
WITH

0

8 SHARED DISPOSITIVE POWER
2,362,034

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,362,034

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.44%

12 TYPE OF REPORTING PERSON*

00

(1)

The ultimate managing member of North Sound Capital LLC is Thomas McAuley. The Reporting Person may be deemed the beneficial owner of the shares in its capacity as the managing member of North Sound Legacy Fund LLC and North Sound Legacy Institutional Fund LLC and the investment advisor of North Sound Legacy International Ltd. (the "Funds"), who are the holders of such shares. As the managing member or investment advisor, respectively, of the Funds, the Reporting Person has voting and investment control with respect to the shares of common stock held by the Funds.

Item 1(a). Name of Issuer:
A.P. Pharma, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

123 Saginaw Dr.
Redwood City, CA 94063

Item 2(a). Name of Person Filing.

Item 2(b). Address of Principal Business Office or, if None, Residence.
Item 2(c). Citizenship.

North Sound Capital LLC
53 Forest Avenue, Suite 202
Old Greenwich, CT 06870
Delaware limited liability company

Item 2(d). Title of Class of Securities:

Common Stock, par Value \$0.01 per Share

Item 2(e). CUSIP Number:

00202J104

Item 3. If this statement is filed pursuant to ss.ss.240.13d-1(b) or
240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

Item 4. Ownership.

The following is information regarding the aggregate number
and percentage of the class of securities of the issuer
identified in Item 1:

(a) Amount beneficially owned: 2,362,034 shares of Common
Stock

(b) Percent of Class:9.44%

(c) Number of shares as to which such person has:

(i) sole power to vote or direct the vote: 0

(ii) shared power to vote or direct the vote:
2,362,034

(iii) sole power to dispose or direct the disposition
of: 0

(iv) shared power to dispose or direct the
disposition of: 2,362,034

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another
Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which
Acquired the Security Being Reported on By the Parent Holding
Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

Certification pursuant to ss.240.13d-1(c):

By signing below I certify that, to the best of my knowledge
and belief, the securities referred to above were not acquired
and are not held for the purpose of or with the effect of
changing or influencing the control of the issuer of the
securities and were not acquired and are not held in
connection with or as a participant in any transaction having
that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 28, 2005

NORTH SOUND CAPITAL LLC

By: /s/ Thomas McAuley

Name: Thomas McAuley

Title: Chief Investment Officer

