FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

н							
ı	OMB Number:	3235-0287					
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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

	nd Address of		2. Issuer Name and Ticker or Trading Symbol AP PHARMA INC /DE/ [APPA]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Rosen Robert														X Director			10% Owi	ner	
												Officer (g	ive title		Other (sp	ecify			
(Last) (First) (Middle)						Date of Earliest Transaction (Month/Day/Year)								below) below) President					
						01/03/2014									Pres	sidelit			
(Street)																			
REDWOOD CA 94063			4	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indi	6. Individual or Joint/Group Filing (Check Applicable Line)						
CITY	CITY CA 94063											X	X Form filed by One Reporting Person						
														Form filed by More than One Reporting Person					
(City)	(5	State)	(Zip)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of S	Security (Inst	ction 2A. Deemed 3. 4. Securities Acquired (A)									6. Ownership		Nature of						
Date (Month/Da					Day/Year) if any		ecution Date, ny onth/Day/Year		Code (Instr.		Disposed Of (D) (Instr. 3, 4		r. 3, 4 and 5)	Beneficial Owned Fo			Indirect Bestr. 4) O	ndirect seneficial ownership	
					Code V Amount (A) or F						Price	Reported Transaction(s)			(1	nstr. 4)			
									ue v	Allioun	, ((D)	rice	(Instr. 3 an	d 4)				
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)		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 Amor Securities Under Derivative Secur (Instr. 3 and 4)		Jnderlying Security	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)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exerci	sable	Expiration Date	Title	- [1	Amount or Number of Shares		(Instr. 4)				
Stock Option (right to buy)	\$0.45	01/03/2014		A	3,400,000		(1	1)	01/03/2024	Comm Stock		3,400,000	\$0	3,400,000		D			

Explanation of Responses:

1. Options will vest monthly over a four year period.

Remarks:

/s/ Brian Drazba as attorney-infact for Robert Rosen 01/07/2014

** 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.

POWER OF ATTORNEY

I hereby constitute and appoint each of Brian Drazba and Stephen Davis 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 AP Pharma, Inc/DE (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 of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, 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 in such attorney-in-fact's discretion.

The undersigned hereby grants to each attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever 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/ Robert Rosen

Print Name: Robert Rosen

Date: 1/7/2014