

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 |
| Estimated average burden hours per response: | 0.5 |

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person * GODDARD PAUL (Last) (First) (Middle) ADOLOR CORPORATION 700 PENNSYLVANIA DR. (Street) EXTON PA 19341 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol AP PHARMA INC /DE/ [APPA] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) 05/28/2008 | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | |

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) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock ⁽¹⁾ | 05/28/2008 | | A | | 9,000 | A | \$0.01 | 34,750 | D | |
| Common Stock ⁽²⁾ | | | | | | | | 11,250 | I | By Trust |

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 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) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Non-Quaified Stock Option | \$1.68 | 05/28/2008 | | A | | 12,000 | | 05/28/2009 | 05/28/2018 | Common Stock | 12,000 | \$1.68 | 12,000 | D | |
| Non-Quaified Stock Option | \$5 | | | | | | | 09/15/2005 | 09/15/2014 | Common Stock | 30,000 | | 30,000 | D | |
| Non-Quaified Stock Option (Right to buy) | \$5.12 | | | | | | | 08/25/2005 | 08/25/2014 | Common Stock | 5,000 | | 5,000 | D | |
| Non-Quaified Stock Option (Right to buy) | \$5.76 | | | | | | | 08/22/2003 | 08/22/2012 | Common Stock | 5,000 | | 5,000 | D | |
| Non-Quaified Stock Option (Right to buy) | \$7 | | | | | | | 09/02/2004 | 09/02/2013 | Common Stock | 5,000 | | 5,000 | D | |
| Non-Quaified Stock Option (Right to buy) | \$8 | | | | | | | 08/21/2002 | 08/21/2011 | Common Stock | 5,000 | | 5,000 | D | |
| Non-Quaified Stock Option (Right to buy) | \$10.24 | | | | | | | 12/21/2002 | 12/21/2011 | Common Stock | 17,500 | | 17,500 | D | |

Explanation of Responses:

1. Vests 5/28/09, one year from grant date of 5/28/08

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.