Edgar Filing: ALTEON INC /DE - Form 4

ALTEON I	NC /DE							
Form 4								
July 26, 200)5							
FORM	ЛΔ						PPROVAL	
	UNITED		JRITIES AND H ashington, D.C.		E COMMISSION	OMB Number:	3235-0287	
Check the						Expires:	January 31,	
if no lon subject t Section	16. SIAIE N	MENT OF CHA	NGES IN BENI SECURITIE	Estimated average burden hours per				
Form 4 Form 5		manant to Soction	16(a) of the Sec	unition Euclo	has A at af 1024	response	. 0.5	
Form 5 obligations may continue. See Instruction 1(b). Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								
(Print or Type	Responses)							
1. Name and Address of Reporting Person <u>*</u> Phelan Mary			uer Name and Ticker 1 EON INC /DE [A	5. Relationship of Reporting Person(s) to Issuer				
				-	(Check all applicable)			
(Last) (First) (Middle) 6 CAMPUS DRIVE			e of Earliest Transacti n/Day/Year) /2005	Director10% Owner Officer (give titleX Other (specify				
					below) principa	below) l accounting of	ficer	
(Street)			mendment, Date Orig	ginal	6. Individual or Joint/Group Filing(Check			
PARSIPAN	NY, NJ 07054	Filed(1	/onth/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(Stata)	(Zin)						
(City)	(State)	(Zip) T	able I - Non-Derivat	ive Securities	Acquired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year	Date, if TransactionAcquired Code Disposed		Securities Beneficially (Owned (6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V Amou	(A) or nt (D) Price	Reported Transaction(s) (Instr. 3 and 4)	`		
Reminder De	nort on a concrete line	for each class of a						
Kenninder. Ke	port on a separate line		-	-	spond to the colled	ction of	SEC 1474	
			infe req dis	ormation con juired to resp	ntained in this form bond unless the for ently valid OMB cor	are not m	(9-02)	

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securitie
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	,	Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option - (Right to Buy)	\$ 0.35	07/25/2005		А		24,000		07/25/2006 <u>(1)</u>	07/25/2015	Common Stock	24,0

Reporting Owners

	Relationships						
Director	10% Owner	Officer	Other				
			principal accounting officer				
	07/26/2005						
	Date						
	Director	Director 10% Owner 07/26/2005	Director 10% Owner Officer 07/26/2005				

Explanation of Responses:

- * 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).
- (1) 12,000 will vest on July 25, 2006;12,000 will vest on July 25, 2007

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.