

CRITICAL THERAPEUTICS INC  
 Form 4  
 November 04, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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 OF SECURITIES**

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 \*  
 Dickson Brian

2. Issuer Name and Ticker or Trading Symbol  
 CRITICAL THERAPEUTICS INC  
 [CRTX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 \_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Chief Medical Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/31/2008

C/O CORNERSTONE  
 THERAPEUTICS INC., 2000  
 REGENCY PARKWAY, SUITE  
 255

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

CARY, NC 27518

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  | Price                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
 (9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount of Number of Shares                              |
| Option to Purchase Common Stock (Right to Buy) | \$ 0.43  | 10/31/2008                           |  | A                              | 65,473  | (1) 08/01/2015   | Common Stock 65,473   |
| Option to Purchase Common Stock (Right to Buy) | \$ 0.43  | 10/31/2008                           |  | A                              | 35,712  | (3) 03/16/2017   | Common Stock 35,712   |
| Option to Purchase Common Stock (Right to Buy) | \$ 0.43  | 10/31/2008                           |  | A                              | 77,377  | (5) 05/09/2015   | Common Stock 77,377   |
| Option to Purchase Common Stock (Right to Buy) | \$ 1.77  | 10/31/2008                           |  | A                              | 178,562   | (7) 08/01/2015   | Common Stock 178,562  |
| Option to Purchase Common Stock (Right to Buy) | \$ 3.9   | 10/31/2008                           |  | A                              | 23,808  | (9) 10/31/2018   | Common Stock 23,808   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                       |       |
|---|---------------|-----------|-----------------------|-------|
|   | Director      | 10% Owner | Officer               | Other |
| Dickson Brian<br>C/O CORNERSTONE THERAPEUTICS INC.<br>2000 REGENCY PARKWAY, SUITE 255 |               |           | Chief Medical Officer |       |

CARY, NC 27518

## Signatures

/s/ David Price, attorney in fact for Brian Dickson pursuant to a power of attorney

11/03/2008

\_\_Signature of Reporting Person

Date

## 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) The vesting schedule for this option award is 25% on February 9, 2007, 25% on February 9, 2008, 25% on February 9, 2009, and 25% on February 9, 2010.  
Received in the merger (the "Merger") of Neptune Acquisition Corp., a wholly owned subsidiary of Critical Therapeutics, Inc., into Cornerstone BioPharma Holdings, Inc. ("CBPHI") in exchange for stock options to acquire 275,000 shares of CBPHI common stock for \$0.10 per share based on an exchange ratio of 0.2380837.
- (2) Received in the merger (the "Merger") of Neptune Acquisition Corp., a wholly owned subsidiary of Critical Therapeutics, Inc., into Cornerstone BioPharma Holdings, Inc. ("CBPHI") in exchange for stock options to acquire 275,000 shares of CBPHI common stock for \$0.10 per share based on an exchange ratio of 0.2380837.
- (3) The vesting schedule for this option award is 25% on March 16, 2008, 25% on March 16, 2009, 25% on March 16, 2010, and 25% on March 16, 2011.  
Received in the Merger in exchange for stock options to acquire 150,000 shares of CBPHI common stock for \$0.10 per share based on an exchange ratio of 0.2380837.
- (4) Received in the Merger in exchange for stock options to acquire 150,000 shares of CBPHI common stock for \$0.10 per share based on an exchange ratio of 0.2380837.
- (5) The vesting schedule for this option award is 25% on December 1, 2005, 25% on December 1, 2006, 25% on December 1, 2007, and 25% on December 1, 2008.  
Received in the Merger in exchange for stock options to acquire 325,000 shares of CBPHI common stock for \$0.10 per share based on an exchange ratio of 0.2380837.
- (6) Received in the Merger in exchange for stock options to acquire 325,000 shares of CBPHI common stock for \$0.10 per share based on an exchange ratio of 0.2380837.
- (7) The vesting schedule for this option award is 25% on August 1, 2006, 25% on August 1, 2007, 25% on August 1, 2008, and 25% on August 1, 2009.  
Received in the Merger in exchange for stock options to acquire 750,000 shares of CBPHI common stock for \$0.42 per share based on an exchange ratio of 0.2380837.
- (8) Received in the Merger in exchange for stock options to acquire 750,000 shares of CBPHI common stock for \$0.42 per share based on an exchange ratio of 0.2380837.
- (9) The vesting schedule for this option award is 25% on March 15, 2009, 25% on March 15, 2010, 25% on March 15, 2011, and 25% on March 15, 2012.  
Received in the Merger in exchange for stock options to acquire 100,000 shares of CBPHI common stock for \$0.93 per share based on an exchange ratio of 0.2380837.
- (10) Received in the Merger in exchange for stock options to acquire 100,000 shares of CBPHI common stock for \$0.93 per share based on an exchange ratio of 0.2380837.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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