

JONES W NEIL
Form 4
August 30, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JONES W NEIL

(Last) (First) (Middle)

C/O NOVEN
PHARMACEUTICALS,
INC., 11960 S.W. 144TH STREET

(Street)

MIAMI, FL 33186

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
NOVEN PHARMACEUTICALS
INC [NOVN]

3. Date of Earliest Transaction
(Month/Day/Year)
08/29/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
VP, Marketing & Sales

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

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 (\$.0001 Par Value)	08/29/2006		M ⁽¹⁾		16,002	A	\$ 15.13	18,514	D
Common Stock (\$.0001 Par Value)	08/29/2006		M ⁽¹⁾		8,332	A	\$ 13.11	26,846	D
Common Stock (\$	08/29/2006		S ⁽¹⁾		24,234	D	\$ 25	2,612	D

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.0001 Par
Value)

Common
Stock (\$
.0001 Par
Value)

08/29/2006

S⁽¹⁾

100

D

\$
25.02

2,512

D

Common
Stock (\$
.0001 Par
Value)

08/30/2006

M⁽¹⁾

21,668

A

\$
13.11

24,180

D

Common
Stock (\$
.0001 Par
Value)

08/30/2006

M⁽¹⁾

20,000

A

\$
10.45

44,180

D

Common
Stock (\$
.0001 Par
Value)

08/30/2006

S⁽¹⁾

40,768

D

\$ 25

3,412

D

Common
Stock (\$
.0001 Par
Value)

08/30/2006

S⁽¹⁾

900

D

\$
25.01

2,512

D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 15.13	08/29/2006		M ⁽¹⁾	16,002	12/28/2005 ⁽²⁾ 11/05/2008	Common Stock (\$.0001 Par Value) 16,000

Stock Option (Right to Buy)	\$ 13.11	08/29/2006	M ⁽¹⁾	8,332	⁽³⁾	09/04/2009	Common Stock (\$.0001 Par Value)	8,332
Stock Option (Right to Buy)	\$ 13.11	08/30/2006	M ⁽¹⁾	21,668	⁽³⁾	09/04/2009	Common Stock (\$.0001 Par Value)	21,668
Stock Option (Right to Buy)	\$ 10.45	08/30/2006	M ⁽¹⁾	20,000	⁽⁴⁾	11/04/2010	Common Stock (\$.0001 Par Value)	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES W NEIL C/O NOVEN PHARMACEUTICALS, INC. 11960 S.W. 144TH STREET MIAMI, FL 33186			VP, Marketing & Sales	

Signatures

/s/ W. Neil
Jones

08/30/2006

 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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2006.
- (2) The vesting of these options was accelerated by action of the issuer's Compensation Committee on December 28, 2005.
- (3) 20% exercisable after 09/05/2003; 20% exercisable after 09/05/2004; 20% exercisable after 09/05/2005; 20% exercisable after 09/05/2006; 20% exercisable after 09/05/2007.
- (4) 20% exercisable after 11/05/2004; 20% exercisable after 11/05/2005; 20% exercisable after 11/05/2006; 20% exercisable after 11/05/2007; 20% exercisable after 11/05/2008.

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