

PAONESSA ALBERT III

Form 4

March 12, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PAONESSA ALBERT III

2. Issuer Name **and** Ticker or Trading
Symbol
**WATSON PHARMACEUTICALS
INC [WPI]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**MORRIS CORPORATE CENTER
III, 400 INTERPACE PARKWAY**

3. Date of Earliest Transaction
(Month/Day/Year)
03/08/2012

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
EVP/Pres. of Anda, Inc.

(Street)
PARSIPPANY, NJ 07054

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

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

(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. Code	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)
Common Stock, par value \$0.0033	03/08/2012		A	4,457 (1)	A \$ 0 43,689	D	
Common Stock, par value \$0.0033	03/08/2012		A	3,421 (2)	A \$ 0 47,110 (3)	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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PAONESSA ALBERT III MORRIS CORPORATE CENTER III 400 INTERPACE PARKWAY PARSIPPANY, NJ 07054	EVP/Pres. of Anda, Inc.

Signatures

ALBERT
PAONESSA, III
03/12/2012

____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).
- These restricted shares of common stock, par value \$0.0033, were issued pursuant to the provisions of the Fourth Amendment and
- (1) Restatement of the 2001 Incentive Award Plan of Watson Pharmaceuticals, Inc. and will vest fifty percent (50%) on the first anniversary of the award date and fifty percent (50%) on the third anniversary of the award date.
- These restricted shares of common stock, par value \$0.0033, were issued pursuant to the provisions of the Fourth Amendment and
- (2) Restatement of the 2001 Incentive Award Plan of Watson Pharmaceuticals, Inc. and will vest fifty percent (50%) on the second anniversary of the award date and fifty percent (50%) on the fourth anniversary of the award date.
- (3) Includes shares of restricted stock issued pursuant to the Fourth Amendment and Restatement of the 2001 Incentive Award Plan of Watson Pharmaceuticals, Inc.

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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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