CROTHALL KATHERINE D
Form 4
February 21, 2006

FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CROTHALL KATHERINE D

(Last) (First) (Middle)

C/O ANIMAS CORPORATION, 200 LAWRENCE DRIVE

(Street)

WEST CHESTER, PA 19380

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ANIMAS CORP [PUMP]

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director __X__ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CEO and Pres.

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	02/17/2006		D		1,236,837	D	$ 24.5 (1)	0	D	
Common Stock	02/17/2006		D		92,711	D	$ 24.5 (1)	0	I	See Footnote (2)
Common Stock	02/17/2006		D		92,711	D	$ 24.5 (1)	0	I	See Footnote (3)
Common	02/17/2006		D		92,711	D	$	0	I	See

Stock						24.5 (1)			Footnote (4)
Common Stock	02/17/2006		D	92,711	D	$ 24.5 (1)	0	I	See Footnote (5)
Common Stock	02/17/2006		D	351,422	D	$ 24.5 (1)	0	I	See Footnote (6)
Common Stock	02/17/2006		D	237,497	D	$ 24.5 (1)	0	I	See Footnote (7)
Common Stock	02/17/2006		D	351,417	D	$ 24.5 (1)	0	I	By Spouse
Common Stock	02/17/2006		D	184,500	D	$ 24.5 (1)	0	I	See Footnote (8)
Common Stock	02/17/2006		D	118,750	D	$ 24.5 (1)	0	I	See Footnote (9)
Common Stock	02/17/2006		D	10,667	D	$ 24.5 (1)	0	I	See Footnote (10)

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

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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
Employee Stock Option (Right to	$ 9.38	02/17/2006		D			166,667	(11)	01/01/2012	Common Stock	166,66

Buy)								
Employee Stock Option (Right to Buy)	$ 9.38	02/17/2006	D	13,334	(12)	12/31/2012	Common Stock	13,334
Director Stock Option (Right to Buy)	$ 9.38	02/17/2006	D	13,334	(13)	03/01/2012	Common Stock	13,334
Director Stock Option (Right to Buy)	$ 15	02/17/2006	D	10,668	(14)	12/31/2013	Common Stock	10,668
Director Stock Option (Right to Buy)	$ 15	02/17/2006	D	4,667	(15)	05/25/2014	Common Stock	4,667
Director Stock Option (Right to Buy)	$ 17.71	02/17/2006	D	10,000	(16)	05/17/2015	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROTHALL KATHERINE D C/O ANIMAS CORPORATION 200 LAWRENCE DRIVE WEST CHESTER, PA 19380	X	X	CEO and Pres.	

Signatures

/s/ Richard A. Baron, Attorney In Fact for Katherine D. Crothall	02/17/2006
**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) Pursuant to the terms of the Agreement and Plan of Merger, dated as of December 16, 2005, among Animas Corporation, Johnson & Johnson and Emerald Merger Sub, Inc., a wholly owned subsidiary of Johnson & Johnson (the "Merger Agreement"), each issued and

outstanding share of common stock was automatically canceled and was converted into the right to receive a per share amount equal to $24.50 in cash, without interest.

(2) Katherine D. Crothall is the trustee of the Peter D. Laakmann Trust, which is for the benefit of one of her children. Dr. Crothall disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Dr. Crothall is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(3) Katherine D. Crothall is the trustee of the Christine Laakmann Trust, which is for the benefit of one of her children. Dr. Crothall disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Dr. Crothall is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(4) Katherine D. Crothall is the trustee of the Gayle R. Laakmann Trust, which is for the benefit of one of her children. Dr. Crothall disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Dr. Crothall is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(5) Katherine D. Crothall is the trustee of the Karen L. Laakmann Trust, which is for the benefit of one of her children. Dr. Crothall disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Dr. Crothall is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(6) Katherine D. Crothall is the trustee of the Katherine D. Crothall 1999 Descendants Trust, which is for the benefit of her children. Dr. Crothall disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Dr. Crothall is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(7) Katherine D. Crothall is the trustee of the Katherine D. Crothall Grantor Retained Annuity Trust, which is for the benefit of her children. Dr. Crothall disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Dr. Crothall is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(8) Katherine D. Crothall's spouse is the trustee of the Graeme A. Crothall 1999 Descendants Trust, which is for the benefit of Dr. Crothall's spouse's children. Dr. Crothall disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Dr. Crothall is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(9) Katherine D. Crothall's spouse is the trustee of the Graeme A. Crothall Grantor Retained Annuity Trust, which is for the benefit of Dr. Crothall's spouse's children. Dr. Crothall disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Dr. Crothall is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(10) Katherine D. Crothall's spouse is the trustee of the GK Trust, which is for the benefit of Dr. Crothall's spouse's children. Dr. Crothall disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that Dr. Crothall is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(11) This option, which provided for vesting in five equal annual installments commencing on January 1, 2003, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the $24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

(12) This option, which provided for vesting in five equal annual installments commencing on December 31, 2003, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the $24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

(13) This option, which was fully vested, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the $24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

(14) This option, which provided for vesting in eight equal quarterly installments commencing on March 31, 2004, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the $24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

(15) This option, which provided for vesting in four equal quarterly installments commencing on June 30, 2004, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the $24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

(16) This option, which provided for vesting in four equal quarterly installments commencing on August 17, 2005, was canceled pursuant to the terms of the Merger Agreement, in exchange for a cash payment equal to the excess of the $24.50 per share merger consideration over the per share exercise price of the option, multiplied by the number of shares of common stock subject to the option.

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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