#### ACORDA THERAPEUTICS INC

Form 4 May 23, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction

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(b).

1. Name and Address of Reporting Person \* PHILLIPS BARCLAY A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

ACORDA THERAPEUTICS INC

(Check all applicable)

[ACOR]

(Middle)

(Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

4. If Amendment, Date Original

X\_ Director Officer (give title below)

10% Owner Other (specify

15 SKYLINE DRIVE

(Street)

05/21/2008

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

3.

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HAWTHORNE, NY 10532

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

6. Ownership 7. Nature of 5. Amount of Securities Form: Direct Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

4. Securities

See Footnote

Indirect

Common Stock

543,801 I

(1)

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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and An Underlying Se (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Non-employee stock option	\$ 20.16	05/21/2008		A	10,000	08/21/2008(2)	05/21/2018	Common Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PHILLIPS BARCLAY A 15 SKYLINE DRIVE HAWTHORNE, NY 10532	X					

# **Signatures**

/s/ Barclay
Phillips

\*\*Signature of Reporting Person

O5/23/2008

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).
- Includes 407,854 shares held by Vector Later-Stage Equity Fund II (QP), L.P. ("Vector QP") and 135,947 shares held by Vector

  Later-Stage Equity Fund II, L.P. ("Vector"). According to information provided by Vector QP and Vector, Mr. Phillips could be deemed to have shared voting and dispositive power with respect to the shares of stock held by Vector QP and Vector. However, Mr. Phillips disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- (2) The shares subject to this option vest in four equal quarterly installments over 12 months beginning on May 21, 2008, with the first quarter fully vesting on August 21, 2008.
- Mr. Phillips is required by contractual agreements governing the limited partnerships (the "Partnerships") with which he is affiliated, to(3) remit any and all compensation received by him, from entities in which the Partnerships are investors, to the Partnerships for benefit of all limited partners.

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.

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