

Zukiwski Alexander A
 Form 4
 May 30, 2013

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 *
 Zukiwski Alexander A

2. Issuer Name and Ticker or Trading Symbol
 Arno Therapeutics, Inc [ARNI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 200 ROUTE 31 NORTH, SUITE 104
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/28/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & Chief Medical Officer

FLEMINGTON, NJ 08822

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. 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) Price			
			Code V	Amount	(D) Price		
Common Stock	05/28/2013		J(1)	9,667	A \$ 0.3	29,667	D

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 or Number of Shares
Stock Option (right to buy)	\$ 0.3					<u>(2)</u>	06/22/2021	Common Stock	875,000
Stock Option (right to buy)	\$ 0.3					<u>(3)</u>	06/22/2021	Common Stock	445,891
Stock Option (right to buy)	\$ 0.3					<u>(4)</u>	01/14/2023	Common Stock	292,500
Stock Option (right to buy)	\$ 0.3					<u>(5)</u>	01/14/2023	Common Stock	97,500
8% Senior Convertible Debentures	\$ 0.3					11/26/2012	11/26/2015	Common Stock	500,000
Series A Warrants (right to buy)	\$ 0.5					11/26/2012	11/26/2017	Common Stock	500,000
Series B Warrants (right to buy)	\$ 0.3					11/26/2012	05/26/2014	Common Stock	500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
			VP & Chief Medical Officer	

Zukiwski Alexander A
200 ROUTE 31 NORTH
SUITE 104
FLEMINGTON, NJ 08822

Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for Alexander A. Zukiwski, M.D. pursuant to Power of Attorney previously filed.

05/30/2013

__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) Shares issued in lieu of cash payment of liquidated damages in the amount of \$2,900, pursuant to the terms of a Registration Rights Agreement dated November 26, 2012 among the Issuer and the investors identified therein, as amended on March 25, 2013.
- (2) 25% vested on 6/22/12 and thereafter in 24 equal monthly installments.
On 6/22/2011, the Reporting Person was granted an option to purchase up to 875,000 shares of common stock of the Issuer. Up to 1/3 of the shares subject to the option may vest annually (or a pro rata portion thereof for a period of less than a full year) based on the achievement of certain performance milestones as determined by the Board of Directors (the 'Board') of the Issuer.
- (3) Board determined that options for the prorated period ending 12/31/2011 would vest in the maximum potential amount of 154,224 shares. On 1/17/2012, the Board determined that options for the prorated period ending 12/31/2011 would vest in the maximum potential amount of 154,224 shares. On 1/14/2013, the Board determined that options for the period ending 12/31/2012 would vest in the maximum potential amount of 291,667 shares.
- (4) 1/3 vested on 1/14/13 and thereafter will vest in 24 equal monthly installments, commencing 1/31/13.
On 1/14/2013, the Reporting Person was granted an option to purchase up to 292,500 shares of common stock of the Issuer. 1/3 of the shares subject to the option were immediately vested and up to 1/2 of the remaining shares subject to the option may vest annually, based on the achievement of certain performance milestones as determined by the Board.
- (5) shares subject to the option were immediately vested and up to 1/2 of the remaining shares subject to the option may vest annually, based on the achievement of certain performance milestones as determined by the Board.

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.