

GORDON CARL L
Form 4
April 25, 2011

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 *
GORDON CARL L

(Last) (First) (Middle)

C/O ORBIMED ADVISORS
LLC, 767 THIRD AVENUE, 30TH
FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

AMARIN CORP PLC\UK [AMRN]

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

04/21/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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 or Price (A) or (D) | | |
| Ordinary Shares ⁽¹⁾ | 04/21/2011 | | S | | 247,633 ⁽⁴⁾ | D | See Footnotes ^{(2) (3)} |
| | | | | | \$ 16.18 ⁽⁶⁾ | | |
| Ordinary Shares ⁽¹⁾ | 04/21/2011 | | S | | 2,367 ⁽⁵⁾ | D | See Footnotes ^{(2) (3)} |
| | | | | | \$ 16.18 ⁽⁶⁾ | | |
| Ordinary Shares ⁽¹⁾ | 04/21/2011 | | S | | 495,267 ⁽⁴⁾ | D | See Footnotes ^{(2) (3)} |
| | | | | | \$ 16.91 ⁽⁷⁾ | | |
| Ordinary Shares | 04/21/2011 | | S | | 4,733 ⁽⁵⁾ | D | See |
| | | | | | \$ 18,600 | | |

Shares ⁽¹⁾ 16.91 Footnotes
(7) (2) (3)

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

SEC 1474
(9-02)

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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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| GORDON CARL L C/O ORBIMED ADVISORS LLC 767 THIRD AVENUE, 30TH FLOOR NEW YORK, NY 10017 | X |

Signatures

/s/ Carl L.
Gordon 04/25/2011

**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) The Ordinary Shares (the "Shares") may be represented by American Depositary Shares, each of which currently represents one Ordinary Share.
- (2)

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The reporting person is affiliated with OrbiMed Private Investments III, LP ("OPI III") and OrbiMed Associates III, LP ("Associates"), which hold the Shares reported herein. OrbiMed Capital GP III LLC ("Capital") is the sole general partner of OPI III. OrbiMed Advisors LLC ("Advisors"), a registered adviser under the Investment Advisers Act of 1940, as amended, is the sole managing member of Capital and the sole general partner of Associates. Samuel D. Isaly ("Isaly"), a natural person, is the managing member of, and holder of a controlling interest in, Advisors. OPI III and Associates have designated a representative, currently the reporting person, a member of Advisors, to serve on the Issuer's board of directors.

- The reporting person does not have sole voting or investment power over the securities held by OPI III and Associates. However, the reporting person may be deemed to have beneficial ownership of these securities by virtue of his affiliation with Advisors. The reporting person disclaims beneficial ownership of the Shares reported herein for purposes of Rule 16a-1(a) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent of his pecuniary interest therein, if any. This report on Form 4 shall not be deemed an admission that the reporting person is a beneficial owner for the purpose of Section 16 of the Exchange Act, or for any other purpose.
- (3) These Shares are beneficially owned by OPI III.
 - (4) These Shares are beneficially owned by Associates.

- The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$15.70 to \$16.69, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price within the range set forth in this footnote.
- (6)

- The price reported in Column 4 is a weighted average price. These Shares were sold in multiple transactions at prices ranging from \$16.70 to \$17.08, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of Shares sold at each separate price within the range set forth in this footnote.
- (7)

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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