**KJAER PETER** Form 4 March 20, 2006

### FORM 4

# **OMB APPROVAL**

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

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

1(b).

Stock

(Print or Type Responses)

| 1. Name and Address of Reporting Person * KJAER PETER |                                      | Symbol  | r Name <b>and</b> Ticker or Trading  NTE PHARMACEUTICAL PA1 | 5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)   |  |  |
|---|--------------------------------------|---|---|--|--|--|
| (Last) 386 COLUM                                      |                                      | -   | f Earliest Transaction  Day/Year)                           | _X_ Director 10% Owner<br>Officer (give title below) Other (specify below)   |  |  |
| NEW YORK  | (Street) X, NY 10024                 |   | endment, Date Original<br>nth/Day/Year)                     | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person |  |  |
| (City)  | (State) (Z                           | Zip) Tabl   | le I - Non-Derivative Securities A                          | cquired, Disposed of, or Beneficially Owned  |  |  |
| 1.Title of<br>Security<br>(Instr. 3)                  | 2. Transaction Date (Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | Code Disposed of (D)  |  |  |  |
| Stock   |                                      |   |   | 19,425 D   |  |  |

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: KJAER PETER - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of or 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<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|---|---|---|---|---|--|--|--------------------|---|-------------------------------------|
|   |   |   |   | Code V                                  | (A) (D)  | Date<br>Exercisable                                      | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |
| Stock<br>Option<br>(right to<br>buy)                | \$ 3.87   | 03/16/2006                              |   | A                                       | 40,000   | 03/16/2006   | 03/15/2016         | Common<br>Stock   | 40,000                              |
| Stock<br>Option<br>(right to<br>buy)                | \$ 3.87   | 03/16/2006                              |   | A                                       | 10,000   | <u>(1)</u>   | 03/15/2016         | Common<br>Stock   | 10,000                              |

# **Reporting Owners**

| Reporting Owner Name / Address | Relationships |           |         |       |  |  |
|--------------------------------|---------------|-----------|---------|-------|--|--|
|                                | Director      | 10% Owner | Officer | Other |  |  |
| KJAER PETER                    |               |           |         |       |  |  |
| 386 COLUMBUS AVE               | X             |           |         |       |  |  |
| NEW YORK, NY 10024             |               |           |         |       |  |  |

# **Signatures**

/s/ Peter Kjaer, by Phillip B. Donenberg, attorney-in-fact 03/20/2006

\*\*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) This option vests with respect to 3,333 shares on each of March 16, 2007 and March 16, 2008 and with respect to 3,334 on March 16, 2009.

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.

Reporting Owners 2