

LANNETT CO INC  
Form 4  
June 17, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Ehlinger Robert

(Last) (First) (Middle)  
9000 STATE ROAD  
(Street)

PHILADELPHIA, PA 19136

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LANNETT CO INC [LCI]

3. Date of Earliest Transaction (Month/Day/Year)  
06/15/2015

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)

Chief Information Officer

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 Ownership (Instr. 4) |   |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|---|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |   |
| Common Stock                    | 06/15/2015                           |                                                    | M                              |                                                                   | 10,425                                                                                        | A                                                        | \$ 5.05 41,897                    | D |
| Common Stock                    | 06/15/2015                           |                                                    | M                              |                                                                   | 7,500                                                                                         | A                                                        | \$ 6.89 49,397                    | D |
| Common Stock                    | 06/15/2015                           |                                                    | M                              |                                                                   | 15,000                                                                                        | A                                                        | \$ 4.03 64,397                    | D |
| Common Stock                    | 06/15/2015                           |                                                    | M                              |                                                                   | 15,000                                                                                        | A                                                        | \$ 6.94 79,397                    | D |
| Common Stock                    | 06/15/2015                           |                                                    | M                              |                                                                   | 18,000                                                                                        | A                                                        | \$ 5.02 97,397                    | D |

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|              |            |   |        |   |          |         |   |
|--------------|------------|---|--------|---|----------|---------|---|
| Common Stock | 06/15/2015 | M | 43,243 | A | \$ 3.55  | 140,640 | D |
| Common Stock | 06/15/2015 | S | 20,838 | D | \$ 56.28 | 119,802 | D |

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

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(9-02)

**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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Stock Option - Right to Buy                | \$ 5.05                                                | 06/15/2015                           |                                                    | M                              | 10,425                                                                                  | 09/20/2009 <sup>(1)</sup> 09/20/2016                     | Common Stock                                                  | 10,425                     |
| Stock Option - Right to Buy                | \$ 6.89                                                | 06/15/2015                           |                                                    | M                              | 7,500                                                                                   | 11/27/2009 <sup>(2)</sup> 11/27/2016                     | Common Stock                                                  | 7,500                      |
| Stock Option - Right to Buy                | \$ 4.03                                                | 06/15/2015                           |                                                    | M                              | 15,000                                                                                  | 09/17/2010 <sup>(3)</sup> 09/17/2017                     | Common Stock                                                  | 15,000                     |
| Stock Option - Right to Buy                | \$ 6.94                                                | 06/15/2015                           |                                                    | M                              | 15,000                                                                                  | 10/28/2012 <sup>(4)</sup> 10/29/2019                     | Common Stock                                                  | 15,000                     |
| Stock Option - Right to Buy                | \$ 5.02                                                | 06/15/2015                           |                                                    | M                              | 18,000                                                                                  | 07/08/2014 <sup>(5)</sup> 07/08/2021                     | Common Stock                                                  | 18,000                     |
| Stock Option -                             | \$ 3.55                                                | 06/15/2015                           |                                                    | M                              | 43,243                                                                                  | 08/25/2014 <sup>(6)</sup> 08/25/2021                     | Common Stock                                                  | 43,243                     |

Right to  
Buy

## Reporting Owners

| Reporting Owner Name / Address                               | Relationships |           |                                 |       |
|--------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                              | Director      | 10% Owner | Officer                         | Other |
| Ehlinger Robert<br>9000 STATE ROAD<br>PHILADELPHIA, PA 19136 |               |           | Chief<br>Information<br>Officer |       |

## Signatures

/s/ Martin P. Galvan Limited Power of Attorney For: Robert Ehlinger 06/17/2015

\_\_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) Options became exercisable in annual installments as follows: 3,475 on 9/21/2007, 3,475 on 9/20/2008, and 3,475 on 9/20/2009
- (2) Options became exercisable in annual installments as follows: 2,500 on 11/28/2007, 2,500 on 11/27/2008, and 2,500 on 11/27/2009
- (3) Options became exercisable in annual installments as follows: 5,000 on 9/17/2008, 5,000 on 9/17/2009, and 5,000 on 9/17/2010
- (4) Options became exercisable in annual installments as follows: 5,000 on 10/29/2010, 5,000 on 10/29/2011, and 5,000 on 10/28/2012
- (5) Options became exercisable in annual installments as follows: 6,000 on 7/8/2012, 6,000 on 7/8/2013, and 6,000 on 7/8/2014
- (6) Options became exercisable in annual installments as follows: 9,909 on 8/25/2012, 16,667 on 8/25/2013, and 16,667 on 8/25/2014

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.