## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

OMB APPROVAL								
OMB Number:	3235-0287							
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Estimated average burden								
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1. Name and Address of Reporting Person* Dasu Badri N			2. Issuer Name <b>and</b> Ticker or Trading Symbol ACELRX PHARMACEUTICALS INC [ACRX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) C/O ACELRX INC., 351 GA		•	3. Date of Earliest Transaction (Month/Day/Year) 02/04/2014	X	Director  Officer (give title below)  Chief Engineeri	10% Owner Other (specify below) ing Officer		
(Street) REDWOOD CITY (City)	CA (State)	94063 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	(Che	dividual or Joint/G ck Applicable Line orm filed by One R orm filed by More to eporting Person	) eporting Person		

	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution Date,	3. Transac Code (Instr. 8)		Acquired (A) or Disposed of (D)			Securities Beneficially Owned	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership		
			Code	V	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	or Indirect (I) (Instr. 4)	(Instr. 4)		

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. Transac Code (Instr. 8		Deriva Securi Acquir (A) or Dispos of (D) (Instr.	Number of Derivative (Month/Day/Year) Securities Acquired A) or Disposed		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		Amount of Derivative Security (Instr. 5)		10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy) (1)	\$ 10.34	02/04/2014		А		60,000		02/04/2015 <sup>(2)(3)</sup>	02/03/2024	Common Stock	60,000	\$ 0	60,000	D	

## **Explanation of Responses:**

- 1. Issued pursuant to the 2011 Equity Incentive Plan.
- 2. The shares subject to the option vest as follows: 25% of the shares subject to the option vest on the 12 month anniversary of the Vesting Commencement Date (February 4, 2014) and the remaining shares subject to the stock option vest on an equal monthly basis over the following 36 months.
- 3. The shares have double-trigger acceleration on a change of control.

/s/ Christopher Whitmore 02/06/2014

\*\* Signature of Reporting Person Date

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

- \* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.