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SOMAXON PHARMACEUTICALS, INC.

Reported by

NGUYEN TRAN

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/04/12 for the Period Ending 01/03/12

Address	10935 VISTA SORRENTO PARKWAY SUITE 250 SAN DIEGO, CA 92130
Telephone	(858) 876-6500
CIK	0001339455
Symbol	SOMX
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

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FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Nguyen Tran	**Somaxon Pharmaceuticals, Inc. [SOMX]**	_____ Director _____ 10% Owner
(Last) (First) (Middle) **SOMAXON PHARMACEUTICALS, INC., 10935 VISTA SORRENTO PKWY., STE. 250**	3. Date of Earliest Transaction (MM/DD/YYYY) **1/3/2012**	__ **X** __ Officer (give title below) _____ Other (specify below) **SVP and CFO**
(Street) **SAN DIEGO, CA 92130** (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock	**1/3/2012**		**S** (1)		**3300**	**D**	**$0.4772** (2)	**119233**	**D**	

Table II - Derivative Securities Beneficially Owned (*e.g.* , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	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				

Explanation of Responses:

(1) This sale was effected by the reporting person pursuant to a Rule 10b5-1 trading plan adopted by the reporting person with the proceeds remitted to the Company to cover the taxes withheld upon the vesting of 8,333 restricted stock units on January 1, 2012.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $0.453 to $0.4967, 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 ranges set forth in this footnote.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nguyen Tran **SOMAXON PHARMACEUTICALS, INC.** **10935 VISTA SORRENTO PKWY., STE. 250**			**SVP and CFO**	

SAN DIEGO, CA 92130				

Signatures

/s/ Matthew W. Onaitis, Attorney-in-fact **1/4/2012**

** 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.

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