FORM 4

OMB APPROVAL

OMB Number: 3235-0287
Expires: April 30, 1997
Estimated average burden hours per response .... 0.5

U.S. SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

/ / Check this box if no  $\,$ longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 Smith	d Address of Report. Alan	ing Person J.	2. Issuer Name and Ticker Halsey Drug Co., Inc.	0 ,		of Reporting Person to k all applicable) or 10% Owner
(Last)	(First) 21 Bedlow Avenue	(Middle)	3. IRS or Social Security Number of Reporting Person (Voluntary)	Month/Year 3/98		(give X Other (Specify title below)
Nowport	(Street) Rhode Island	02840	- ###-##-###	5. If Amendment, Date of Original	-	below) Consultant
Newport,  (City)	(State)	(Zip)	-	(Month/Year)	7. Individua (Check App. X Form filed	l or Joint/Group Filing licable Line) by One Reporting Person by more than one
	TABLE	1 NON-DERIVA	TIVE SECURITIES ACQUIRED,	DISPOSED OF, OR BENEF	ICIALLY OWNED	
1. Title of (Instr. 3)		2. Trans- 3. action Date  (Month/ Day/ Year) Code	Transac- 4. Securities A tion or Disposed Code (Instr. 3, 4 (Instr. 8)	of (D) curi and 5) cial End (Ins	ant of Se- 6. Lities Benefi- Lly Owned at of Month Etr. 3 and 4)	Owner- 7. Nature ship of In- Form: direct Direct Benefi- (D) or cial Indirect Owner- (I) ship (Instr. 4) (Instr.
						4)
Common Stock				4,60	)O I	D
Reminder: Re	eport on a separate	line for each o	lass of securities benefic		•	(Over)
				(Print or Type	Responses)	SEC 1474 (8/92)

FORM 4 (CONTINUED)

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. Conver- sion or Exercise Price of Deriv- ative Security  3. Trans- action Date (Month) Day/ Year)	action Derivativ Code Securitie (Instr. 8) quired (A	s Ac- Expiration Securities a) or Date (Instr. 3 and 4) of (D) (Month/Day/	of Deriv-
		Code V (A) (D	Date Expira- Amount or Exer- tion Title Number of Cisable Date Shares	
Stock Option	2/19/98	Α **		
Convertible Debenture	3/10/98	Δ ***	3/10/98 3/10/03 Common Stock 6,000	
Stock Purchase Warrants	3/10/98	A ***	3/10/98 3/10/05 Common Stock 1,010	
Stock Purchase Warrants	3/10/98	A ***	3/10/98 3/10/05 Common Stock 1,010	
1. Title of Derivative Security (Instr. 3)	Derivative Securities Beneficially Owned at End of Month (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
	10,000	Direct		
	6,667	Direct		
	1,010	Direct		
	1,010	Direct		
Explanation of Responses:				
** Date of grant February	19, 1998; Date Exercisa	ble and Expiration Date t	o be determined.	

<sup>\*\*\*</sup> Acquired in connection with a private offering on March 10, 1998 consisting of a Convertible Debenture exercisable at any time and Stock Purchase Warrants (1,010 shares of which are presently exercisable at \$1.50 per share and 1,010 shares of which are presently exercisable at \$2.38 per share).

\*\* Intentional misstatements or omission of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

by: /s/ Alan J. Smith 4/8/98

\*\*Signature of Reporting Person Date

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

Page 2 SEC 1474 (8/92)