

☐ 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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>CLEMENS PETER A</u> (Last) (First) (Middle) <u>C/O ACURA PHARMACEUTICALS, INC.</u> <u>616 N. NORTH COURT, SUITE 120</u> (Street) <u>PALANTINE</u> <u>IL</u> <u>60067</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ACURA PHARMACEUTICALS, INC [</u> <u>ACUR.OB]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div>Director 10% Owner</div> <div><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)</div> <div>Senior VP and CFO</div>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/23/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/23/2005		C		221,458	A	(1)	221,458	D	
Common Stock	11/23/2005		C		25,228	A	(1)	25,228	I	by minor daughter
Common Stock	11/23/2005		C		22,557	A	(1)	22,557	I	by minor son
Common Stock ⁽²⁾⁽³⁾	12/22/2005		A		4,400,000	A	(2)	4,621,458	D	

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series C-1 Convertible Preferred Stock	(4)	11/23/2005		C ⁽⁵⁾		221,458	(6)	(7)	Common Stock	221,458	\$0.3336	0	D	
Series C-1 Convertible Preferred Stock	(4)	11/23/2005		C ⁽⁵⁾		25,228	(6)	(7)	Common Stock	25,228	\$0.3336	0	I	by minor daughter
Series C-1 Convertible Preferred Stock	(4)	11/23/2005		C ⁽⁵⁾		22,557	(6)	(7)	Common Stock	22,557	\$0.3336	0	I	by minor son

Explanation of Responses:

1. Acquired on 1-1 exchange of Series C-1 Convertible Preferred Stock which autoatically converted into Common Stock.
2. Grant is a grant of Restricted Stock Units. Restricted Stock Units represent rights to an equivalent number of shares of Common Stock of the Issuer. Upon issuance of Common Stock under the Restricted Stock Units, holders of Restricted Stock Units must pay par value (\$.01) for each share acquired.
3. Restricted Stock Units vest as follows: 1,452,000 vest upon issuance and 122,833.33 (2.7778%) of such units vest on the first day of each month beginning January 1, 2006 and ending December 1, 2007. Absent a change of control, 1,100,000 shares of common stock will be distributed under the Restricted Stock Units (after payment of \$.01 par value per share) on January 1st of each of 2011, 2012, 2013 and 2014. If a change of control occurs (whether prior to or after 2011), one share common stock will be distributed for each outstanding Restricted Stock Unit (after payment of \$0.01 per share par value) at or about the time of the change of control.
4. convert 1-1 into common stock
5. Series C-1 Convertible Preferred Stock was automatically converted without action of Repotting Person pursuant to its terms.
6. immediate
7. None

Remarks:

/s/ Peter A. Clemens
** Signature of Reporting Person

12/22/2005
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.