FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden

0.5

hours per response:

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

1. Name and Address of Reporting Person* GARNER CAM L					<u>C.</u>	2. Issuer Name and Ticker or Trading Symbol CADENCE PHARMACEUTICALS INC CADX]									all app Dired			10%	Owner	
(Last) (First) (Middle) C/O CADENCE PHARMACEUTICALS, INC. 12481 HIGH BLUFF DRIVE, SUITE 200				3. Date of Earliest Transaction (Month/Day/Year) 09/10/2009									Offic below	er (give tit w)	ile	Othe belo	er (specify w)			
(Street) SAN DIE (City)	EGO	CA (State)		2130		_ 4. If	Line)								′					
			Table	I - No	on-Deriv	ative	Sec	uritie	s Ac	quire	d, Di	sposed o	f, or B	enefic	ially	Owne	ed			
		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 a 5)					s Illy ollowing	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership				
										Code	v	Amount	(A) or (D)	Price	Tr	ansacti nstr. 3 a	ion(s)			(Instr. 4)
Common	Stock				09/10/2	2009				S		35,000	D	\$13	1	540,8	388(1)		I	By Garner Family Trust ⁽²⁾
Common	Stock															486,	,595		I	By Garner Investments LLC ⁽³⁾
			Tab	ole II -								osed of, convertib				wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercis Price of Derivative Security	e (Month/Da	ay/Year) i	f any	med on Date, Day/Year)	4. Transa Code (8)		5. Nu of Deriv Secu Acqu (A) o O Dispo of (D) (Instr and 5	rities ired r osed) r. 3, 4	6. Date Expirat (Month	tion Da h/Day/Y		7. Title Amoun Securit Under! Derivat Securit and 4)	t of ies /ing	Deri Seci (Inst	rice of vative urity tr. 5)	9. Number derivative Securities Beneficia Owned Following Reported Transact (Instr. 4)	e s ally g	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership t (Instr. 4)

- 1. 41,640 of these shares are subject to the Company's right to repurchase as of the date of this report. 7,094 shares vest and are no longer subject to the Company's right to repurchase on the 1st of each month until 12/01/2009 and approximately 4,072 vest and are no longer subject to the Company's right to repurchase on the 1st of each month until 02/01/2010.
- 2. Mr. Garner is the trustee of this trust.
- 3. Mr. Garner is the managing member of Garner Investments, LLC.

Remarks:

Hazel M. Aker Attorney-in-fact 09/11/2009

** 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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