UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 5

ANNUAL 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

 O Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). 		
o Form 3 Holdings Reported		
O Form 4 Transactions Reported		
1. Name and Address of Reporting Person*	2. Issuer Name and Ticker or Trading Symbol	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)
Stoll, Roger	Questcor Pharmaceuticals, Inc. QSC	
(Last) (First) (Middle)		
	4. Statement for Month/Year	5. If Amendment, Date of Original (Month/Year)
3260 Whipple Road	12/02	_
(Street)	6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7. Individual or Joint/Group Reporting (Check Applicable Line)
	☑ Director o 10% Owner	I Form filed by One Reporting Person
Union City, CA 94587	O Officer (give title below)	O Form filed by More than One Reporting Person
(City) (State) (Zip)	O Other (specify below)	
		_

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

				Table I — Non-Do												
. 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 or Dispose (Instr: 3, 4	ed of (D)	d (A)	5.	Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year (Instr. 3 and 4)	6.	Ownership Form: Direct (D) or Indirect (I) (Instr: 4)	7.	Nature of Indirect Beneficial Ownershij (Instr. 4)
								Amount	(A) or (D)	Price						
	_				_		_				_		_		_	
								Page 2								

Page 2

			Table II —	- Deriv (<i>e.g.</i> ,	vative Securities puts, calls, warra	Acqui ants, o	red, Disposed of, o ptions, convertible	or Bei e secu	neficially Owned urities)			
l .	Title of Derivative Security (<i>Instr. 3</i>)	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 Deriva Acquired (A) or D (Instr. 3, 4 and 5)	
											(A)	(D)
	Stock Option (Right to Buy)(1)		\$1.78		01/01/02				А		A	Α
_												
						Pag	re 3					

Date Exercisable Expiration Date (Month/Day/Year)		7.	Title and An Underlying S (Instr. 3 and 4	Securities	8.	Price of Derivative 9. Security (Instr. 5)	Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4)	10.	Ownership of Derivative Security: Direct (D) or Indirect (I) (<i>Instr. 4</i>)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
Date Exercisable	Expiration Date		Title	Amount or Number of Shares							
(2)	12/31/11		Common Stock	10,000			115,393		D		
					_						

Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued

(2) Options vest monthly over 48 months from the date of grant. The options have a six month cliff, whereby no options vest until after the sixth month.

/s/ Roger Stoll

**Signature of Reporting Person

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

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

Page 4

02/14/03 Date