Freiman Paul E. Form 4 January 05, 2012

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2. Issuer Name and Ticker or Trading

NovaBay Pharmaceuticals, Inc.

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

C/O NOVABAY

1. Name and Address of Reporting Person *

Freiman Paul E.

(First) (Middle)

PHARMACEUTICALS, INC., 5980 **HORTON STREET, SUITE 550**

(State)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

Symbol

[NBY]

3. Date of Earliest Transaction

(Month/Day/Year)

12/29/2011

(Check all applicable) _X__ Director 10% Owner

5. Relationship of Reporting Person(s) to

Officer (give title below)

Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

EMERYVILLE, CA 94608

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

(Zip)

Code (Instr. 8)

Code V

4. Securities Acquired 5. Amount of Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

Amount

(A)

or

(D)

Securities Beneficially Owned Following Reported

Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Transaction(s)

Ι

(Instr. 3 and 4) Price

45,137

Common 12/29/2011 X 30,000 \$ A Stock (1) 0.2

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ANNA **MAZZUCHI FREIMAN**

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(e.g., puts, calls, warrants, options, convertible securities)

TR U/A DTD 5

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
	Derivative Security				or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Option (right to buy) (2)	\$ 0.2	12/29/2011		X	30,000	04/01/2005(3)	12/31/2011	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Freiman Paul E. C/O NOVABAY PHARMACEUTICALS, INC. 5980 HORTON STREET, SUITE 550 EMERYVILLE, CA 94608	X					

Signatures

/s/ Theresa Granados, Attorney-in-Fact for Paul Freiman 01/05/2012

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Shares granted for the exercise of 30,000 stock options granted on 3/23/2002.
- (2) Granted on 3/23/2002 as Board Compensation.
- (3) The 30,000 stock options were fully vested and exercisable on 4/1/2005.

Reporting Owners 2

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