SEC Form 3

FORM 3

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

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

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 <sup>*</sup> Conover Charles	2. Date of Event Requiring Statement (Month/Day/Year) 01/03/2012		3. Issuer Name and Ticker or Trading Symbol ENZON PHARMACEUTICALS INC [ ENZN ]					
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)			5. If Amendment, Date of Original Filed (Month/Day/Year)		
C/O ENZON PHARMACEUTICALS, INC. 20 KINGSBRIDGE ROAD			Director X Officer (give title below)	10% Owner Other (specify below)		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street) PISCATAWAY NJ 08854			SVP, R&D Program Management		t			
(City) (State) (Zip)								
	Table I - No	n-Derivati	ve Securities Beneficiall	y Owned				
1. Title of Security (Instr. 4)			Amount of Securities eneficially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock			72,213(1)(2)	D	D			
Common Stock			1,158	Ι	I By 401(k) plan			
(			e Securities Beneficially nts, options, convertible		s)			
1. Title of Derivative Security (Instr. 4)	2. Date Exercisable an Expiration Date (Month/Day/Year)		d 3. Title and Amount of Securities Underlying Derivative Security (Instr.		4. Conversio	Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Exercise Price of Derivative Security	Direct (D) or Indirect e (I) (Instr. 5)		
Employee Stock Option (Right to Buy) <sup>(3)</sup>	08/13/2002	08/13/2012	Common Stock	5,000	23.66	D		
Employee Stock Option (Right to Buy) <sup>(3)</sup>	08/29/2003	08/29/2013	Common Stock	2,500	11.37	D		
Employee Stock Option (Right to Buy) <sup>(3)</sup>	02/06/2004	02/06/2014	Common Stock	6,000	14.15	D		
Employee Stock Option (Right to Buy) <sup>(3)</sup>	03/26/2004	03/26/2014	Common Stock	3,000	15.13	D		

Explanation of Responses:

1. Includes 3,390 shares of Common Stock beneficially owned through a personal joint account with the Reporting Person's spouse.

2. Includes 23,334 Restricted Stock Units (RSUs) granted by the Issuer pursuant to its 2001 Incentive Stock Plan and 15,000 RSUs granted by the Issuer pursuant to its 2011 Stock Option and Incentive Plan, in each case qualified under Rule 16b-3(d). Each RSU represents a contingent right to receive one share of the Issuer's Common Stock. 23,334 RSUs shall vest in full on September 22, 2013, 10,000 RSUs shall vest in full on May 11, 2014, and 5,000 RSUs shall vest in full on August 12, 2014, if the Reporting Person remains employed by the Issuer on each such date. The RSUs do not have an expiration date; provided, however, that the vesting of a portion of the RSUs shall be accelerated upon the Reporting Person's achievement of certain performance milestones determined by the Board of Directors of the Issuer. 3. Options granted by Issuer pursuant to its equity compensation plans and qualified under Rule 16b-3(d).

Remarks:

Exhibit List Exhibit 24.1 - Power of Attorney

## /s/ Andrew Rackear, Attorney- 01/05/2012

In-Fact

\*\* 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 5 (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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints Andrew Rackear the undersigned's true and lawful attorney-in-fact

to:

 execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Enzon Pharmaceuticals, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of 16<sup>th</sup> day of December, 2011.

/s/ Charles Conover

Signature

Charles Conover

Print Name