

☐ 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
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Bernard Gordon R</u>  (Last) (First) (Middle) <u>2525 WEST END AVE.</u> <u>SUITE 950</u>  (Street) <u>NASHVILLE</u> <u>TN</u> <u>37203</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CUMBERLAND PHARMACEUTICALS</u> <u>INC [ CPIX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2012</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person

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			

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Options	\$13	05/22/2012		D			2,000	12/31/2009 <sup>(1)</sup>	02/16/2019	Common stock	2,000	\$0.00	0	D	
Options	\$13	05/22/2012		D			2,250	12/31/2008 <sup>(2)</sup>	07/31/2018	Common stock	2,250	\$0.00	0	D	
Options	\$11.29	05/22/2012		D			300	12/31/2010	03/26/2015	Common stock	300	\$0.00	0	D	
Restricted stock	\$0.00	05/22/2012		A		2,397 <sup>(3)</sup>		05/22/2013	<sup>(4)</sup>	Common stock	2,397	\$6.41	2,397	D	

Explanation of Responses:

1. Vested 25% per year beginning 12/31/09 - 12/31/12

2. Vested 25% per year beginning 12/31/08 - 12/31/11

3. Restricted shares acquired in exchange for options tendered as part of the Exchange Program that ended on May 21, 2012.

4. Restricted shares do not expire

Remarks:

Gordon R. Bernard by: /s/ Rick S. Greene as attorney-in-fact  
\*\* Signature of Reporting Person

05/24/2012  
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.