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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

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)
Thompson, Virgil	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 0 10% Owner	
Union City, CA 94587	O Officer (give title below)	O Form filed by More than One Reporting Person
(City) (State) (Zip)	Other (specify below)	_

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

	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 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 Ownership (Instr. 4)	
									Amount	(A) or (D)	Price						
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Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)		
										(A)	(D)	
Stock Option (Right to Buy)(1)		\$1.78		01/01/02				A		A	1	
	_											
					Pag	ge 3						

	Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned — Continued (e.g., puts, calls, warrants, options, convertible securities)											
6.	Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying (Instr. 3 and	Securities	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) (Instr. 4)	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		141,956		D				
Exp	planation of R	esponses:										
(1)	Options grante	d under the Q	uestcor Pharm	aceuticals, Inc. 199	3 Non-Employee Di	rector Equity Incentive P	lan.					
(2)	Options vest m	nonthly over 4	18 months fron	n the date of grant. T	Γhe options have a si	x month cliff, whereby n	o optic	ons vest until after the	sixth m	onth.		
			/s/ ·	Virgil Thompson		02/14	-/03					
		_	**Signatu	re of Reporting Per	rson	Dat	e					

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

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