

PISCOPIO TONY
Form 4
January 10, 2003

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

FORM 4

OMB APPROVAL

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction 1(b).

(Print or Type Responses)

**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

OMB Number: 3235-0287
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
PISCOPIO	ANTHONY	D.	ARRAY BIOPHARMA INC./ARRY		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Last)	(First)	(Middle)			<input checked="" type="checkbox"/> Officer (give title below)	<input type="checkbox"/> Other (specify below)
3200 WALNUT STREET			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		VICE PRESIDENT, CHEMISTRY, DIRECTOR OF PROCESS CHEMISTRY	
(Street)						
BOULDER CO 80301			4. Statement for Month/Day/Year		5. If Amendment, Date of Original (Month/Day/Year)	
(City) (State) (Zip)			1/9/03		7. Individual or Joint/Group Filing (Check Applicable Line)	
					<input checked="" type="checkbox"/> Form filed by One Reporting Person	
					<input type="checkbox"/> 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		
COMMON STOCK	1/9/03	1/9/03	S	1,000	D	\$4.75	
COMMON STOCK	1/9/03	1/9/03	S	1,500	D	\$4.80	
COMMON STOCK	1/9/03	1/9/03	S	500	D	\$4.84	
COMMON STOCK	1/9/03	1/9/03	S	500	D	\$4.85	
	1/9/03	1/9/03	S	500	D	\$4.90	

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COMMON
STOCK

COMMON STOCK	1/9/03	1/9/03	S	500	D	\$4.93		
COMMON STOCK	1/9/03	1/9/03	S	1,500	D	\$4.95	685,788	D

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date
7. Title and Amount of Underlying Securities (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 of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)		11. Nature of Indirect Beneficial Ownership (Instr. 4)		
<hr/>									
Title	Amount or Number of Shares								

Explanation of Responses:

/s/ Anthony D. Piscopio

January 10, 2003

****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 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.

http://www.sec.gov/divisions/corpfin/forms/form4.htm
 Last update: 09/05/2002