

HALOZYME THERAPEUTICS INC
 Form 4
 November 16, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK RANDAL J

2. Issuer Name and Ticker or Trading Symbol
HALOZYME THERAPEUTICS INC [HALO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

RADFORD, VA 24141

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|---------------------------------|
| | | | | (A) or (D) | Price | | | | | |
| | | | | Code | V | Amount | | | | |
| Common Stock | 11/14/2011 | | P | | 220,000 | A | \$ 8.13 | 1,220,000 | I | by Kapital Joe ⁽¹⁾ |
| Common Stock | 11/15/2011 | | P | | 242,704 | A | \$ 8.18 | 1,462,704 | I | by Kapital Joe ⁽¹⁾ |
| Common Stock | 11/16/2011 | | P | | 175,520 | A | \$ 8.19 | 1,638,224 | I | by Kapital Joe ⁽¹⁾ |
| Common Stock | | | | | | | | 1,722,965 | I | by R.J. Kirk DOT ⁽¹⁾ |
| | | | | | | | | 49,300 | I | |

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| | | | | | | | |
|--------------|--|--|--|-----------|---|--|---------------------------------|
| Common Stock | | | | | | | by JPK 2009 ⁽¹⁾ |
| Common Stock | | | | 49,300 | I | | by MGK 2009 ⁽¹⁾ |
| Common Stock | | | | 293,000 | I | | by JPK 2008 ⁽¹⁾ |
| Common Stock | | | | 293,000 | I | | by MGK 2008 ⁽¹⁾ |
| Common Stock | | | | 293,000 | I | | by ZSK 2008 ⁽¹⁾ |
| Common Stock | | | | 10,945 | I | | by Lotus Capital ⁽¹⁾ |
| Common Stock | | | | 1,436,186 | I | | by Kirkfield ⁽¹⁾ |
| Common Stock | | | | 135,000 | I | | by Staff 2001 ⁽¹⁾ |
| Common Stock | | | | 1,326,320 | I | | by NRM IV ⁽¹⁾ |
| Common Stock | | | | 6,328,853 | I | | by NRM V ⁽¹⁾ |
| Common Stock | | | | 3,430,000 | D | | |

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

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KIRK RANDAL J C/O THIRD SECURITY, LLC 1881 GROVE AVENUE RADFORD, VA 24141 | X | X | | |

Signatures

/s/ Randal J.
Kirk

11/16/2011

**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) Randal J. Kirk controls each of Kapital Joe, LLC ("Kapital Joe"), R.J. Kirk Declaration of Trust ("R.J. Kirk DOT"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), Lotus Capital (2000) Company, Inc. ("Lotus Capital"), Kirkfield, L.L.C. ("Kirkfield"), Third Security Staff 2001 LLC ("Staff 2001"), New River Management IV, LP ("NRM IV") and New River Management V, LP ("NRM V"). Shares held by these entities may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk.

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

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