

NEKTAR THERAPEUTICS

Form 4

September 02, 2016

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBIN HOWARD W

(Last) (First) (Middle)

**C/O NEKTAR
THERAPEUTICS, 455 MISSION
BAY BOULEVARD SOUTH**

(Street)

SAN FRANCISCO, CA 94158

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**NEKTAR THERAPEUTICS
[NKTR]**

3. Date of Earliest Transaction
(Month/Day/Year)
09/01/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 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)
Common Stock ⁽¹⁾	09/01/2016		M	87,500 A	\$ 4.65 216,366 ⁽²⁾ ⁽³⁾	D	
Common Stock ⁽¹⁾	09/01/2016		S	87,500 D	\$ 17.83 128,886 ⁽²⁾ ⁽³⁾ ⁽⁴⁾	D	
Common Stock					410	I	by spouse

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

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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)	Amount or Number of Shares
				Code	V	(A)	(D)	
Stock Option (1)	\$ 4.65	09/01/2016		M		87,500	02/23/2013 02/22/2017	Common Stock 87,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBIN HOWARD W C/O NEKTAR THERAPEUTICS 455 MISSION BAY BOULEVARD SOUTH SAN FRANCISCO, CA 94158	X		President & CEO	

Signatures

Gil M. Labrucherie,
Attorney-in-Fact 09/02/2016

__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) This transaction was made pursuant to a Rule 10b5-1 trading plan (the "Expiring Option Plan") adopted by Mr. Robin in May 2015 and reported on a Form 8-K filed by Nektar Therapeutics on July 16, 2015. The Expiring Option Plan provides for the exercise and same-day sale of expiring stock options held by Mr. Robin on a monthly pro-rata basis on pre-specified dates over the six month period prior to stock option expiration.

(2) The total holdings include the remaining portion of the 67,500 shares of restricted stock units ("RSUs") that were previous reported in Table II for the reporting person and reclassified to Table 1. These RSUs were granted on December 15, 2015, are convertible on a one-for-one basis into shares of Common Stock of the Company and vest on a quarterly pro-rata basis over a period of three (3) years from the date of grant.

(3)

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This number includes 997 shares held by the reporting person in the Issuer's 401(K) plan and 2,250 shares held by the reporting person in the Issuer's ESPP plan. The acquisition of these shares under both plans is exempt under Rule 16b-3(c).

- (4) This transaction was executed in multiple trades at prices ranging from \$17.66 to \$18.05. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

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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