

NEKTAR THERAPEUTICS
Form 4
January 09, 2007

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 *
CHESS ROBERT

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
150 INDUSTRIAL ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/03/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, Pres. & CEO

SAN CARLOS, CA 94070

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount or Price | | |
| Common Stock | 01/08/2007 | | S | (1) D | \$ 3,592 14.51 | D | |

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) | Date Exercisable Expiration Date | Title | |
| Stock Option (Right to Buy) | \$ 15.24 | 01/03/2007 | | A | 17,000 | <u>(2)</u> 01/03/2015 | Common Stock | 17,000 |
| Stock Option (Right to Buy) | \$ 15.24 | 01/03/2007 | | A | 12,500 | <u>(2)</u> 01/03/2015 | Common Stock | 12,500 |
| Restricted Stock Unit | \$ 0.01 | 01/03/2007 | | A | 8,333 | <u>(3)</u> <u>(5)</u> | Common Stock | 8,333 |
| Restricted Stock Unit | \$ 0.01 | 01/03/2007 | | A | 4,167 | <u>(4)</u> <u>(5)</u> | Common Stock | 4,167 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHESS ROBERT 150 INDUSTRIAL ROAD SAN CARLOS, CA 94070 | X | | Chairman, Pres. & CEO | |

Signatures

/s/ Gil Labrucherie, by power of attorney 01/09/2007

**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).

- The Reporting Person will use the proceeds from the sale of these shares to satisfy a tax obligation owed by the Reporting Person in connection with the delivery of 8,334 shares of a restricted stock award as reported by the Reporting Person on a Form 4 filed January 5, 2007.
- (1) connection with the delivery of 8,334 shares of a restricted stock award as reported by the Reporting Person on a Form 4 filed January 5, 2007.
 - (2) The shares shall vest monthly over one year commencing January 3, 2007.
 - (3) The shares of common stock are issued upon the vesting of restricted stock units granted to the holder. All of the restricted stock units shall vest on March 17, 2007.

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- (4) The shares of common stock are issued upon the vesting of restricted stock units granted to the holder. All of the restricted stock units shall vest on January 3, 2008.
- (5) Not Applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.