

NEKTAR THERAPEUTICS

Form 4

August 13, 2015

FORM 4

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

OMB APPROVAL

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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 *
Nicholson John

(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)
08/11/2015

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)
SVP & Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock ⁽¹⁾ | 08/11/2015 | | M | | 154,908 A \$ 8.87 164,908 | D | |
| Common Stock ⁽¹⁾ | 08/11/2015 | | S | | 154,908 D \$ 10.99 10,000 ⁽²⁾ | D | |
| Common Stock ⁽¹⁾ | 08/11/2015 | | M | | 95,000 A \$ 6.98 105,000 | D | |
| Common Stock ⁽¹⁾ | 08/11/2015 | | S | | 95,000 D \$ 10,000 10.67 | D | |

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(3)

| | | | | | | | |
|-------------------------|------------|---|--------|---|----------|---------|---|
| Common Stock <u>(1)</u> | 08/11/2015 | M | 45,092 | A | \$ 8.87 | 55,092 | D |
| Common Stock <u>(1)</u> | 08/12/2015 | M | 5,000 | A | \$ 6.98 | 60,092 | D |
| Common Stock <u>(1)</u> | 08/12/2015 | S | 3,976 | D | \$ 10.64 | 56,116 | D |
| Common Stock <u>(1)</u> | 08/12/2015 | M | 85,000 | A | \$ 6.46 | 141,116 | D |
| Common Stock <u>(1)</u> | 08/12/2015 | S | 66,000 | D | \$ 10.47 | 75,116 | 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)

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount Number of Shares |
| Stock Option <u>(1)</u> | \$ 8.87 | 08/11/2015 | | M | 154,908 | 10/02/2011 10/01/2015 | Common Stock 154,908 |
| Stock Option <u>(1)</u> | \$ 6.98 | 08/11/2015 | | M | 95,000 | 12/21/2011 12/20/2015 | Common Stock 95,000 |
| Stock Option <u>(1)</u> | \$ 8.87 | 08/11/2015 | | M | 45,092 | 10/02/2011 10/01/2015 | Common Stock 45,092 |
| Stock Option <u>(1)</u> | \$ 6.98 | 08/12/2015 | | M | 5,000 | 12/21/2011 12/20/2015 | Common Stock 5,000 |
| Stock | \$ 6.46 | 08/12/2015 | | M | 85,000 | 02/25/2012 02/24/2016 | Common 85,000 |

Option
(1)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nicholson John C/O NEKTAR THERAPEUTICS 455 MISSION BAY BOULEVARD SOUTH SAN FRANCISCO, CA 94158 | | | SVP & Chief Financial Officer | |

Signatures

Gilbert M. Labrucherie, Jr.,
Attorney-in-Fact

08/13/2015

**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 for stock options scheduled to expire in the near term.

This transaction was executed in multiple trades at prices ranging from \$10.76 to \$11.32. 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.

(3) This transaction was executed in multiple trades at prices ranging from \$10.62 to \$10.77. 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.

(4) This transaction was executed in multiple trades at prices ranging from \$10.62 to \$10.67. 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.

(5) This transaction was executed in multiple trades at prices ranging from \$10.40 to \$10.68. 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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