

NEUROCRINE BIOSCIENCES INC
 Form 4
 December 12, 2014

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 *
O'Brien Christopher Flint

2. Issuer Name and Ticker or Trading Symbol
NEUROCRINE BIOSCIENCES INC [NBIX]

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

(Last) (First) (Middle)
NEUROCRINE BIOSCIENCES, INC., 12780 EL CAMINO REAL
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/10/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Medical Officer

SAN DIEGO, CA 92130

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 | 12/10/2014 | | M | | 125 | A | \$ 2.59 96,669 D |
| Common Stock | 12/10/2014 | | S ⁽²⁾ | | 125 | D | \$ 22 96,544 D |
| Common Stock | 12/10/2014 | | M | | 20,000 | A | \$ 2.59 116,544 D |
| Common Stock | 12/10/2014 | | S ⁽²⁾ | | 20,000 | D | \$ 21.55 96,544 D |
| | 12/11/2014 | | M | | 9,973 | A | \$ 2.59 106,517 D |

| | | | | | | | |
|--------------|------------|------------------|-------|---|----------------|---------|---|
| Common Stock | | | | | | | |
| Common Stock | 12/11/2014 | S ⁽²⁾ | 9,973 | D | \$ 22.1 (4) | 96,544 | D |
| Common Stock | 12/11/2014 | M | 9,902 | A | \$ 2.59 | 106,446 | D |
| Common Stock | 12/11/2014 | S ⁽²⁾ | 9,902 | D | \$ 22.1 (5) | 95,644 | 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Nonstatutory Stock Option | \$ 2.59 | 12/10/2014 | | M ⁽¹⁾ | 125 | 06/11/2010 05/11/2017 | Common Stock | 125 |
| Nonstatutory Stock Option | \$ 2.59 | 12/10/2014 | | M ⁽¹⁾ | 20,000 | 06/11/2010 05/11/2017 | Common Stock | 20,000 |
| Nonstatutory Stock Option | \$ 2.59 | 12/11/2014 | | M ⁽¹⁾ | 9,973 | 06/11/2010 05/11/2017 | Common Stock | 9,973 |
| Incentive Stock Option | \$ 2.59 | 12/11/2014 | | M ⁽¹⁾ | 9,902 | 06/11/2010 05/11/2017 | Common Stock | 9,902 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OBrien Christopher Flint NEUROCRINE BIOSCIENCES, INC. 12780 EL CAMINO REAL | | | Chief Medical Officer | |

SAN DIEGO, CA 92130

Signatures

Timothy P. Coughlin, By Power of
Attorney

12/12/2014

__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) Exercise or conversion of derivative security exempted pursuant to Rule 16b-3

The dispositions reported in this Form 4 were effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 90 days prior to the transaction date in Box 3 above. Additionally, Issuer policy restricts the Reporting Person from amending, canceling, suspending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.

(3) Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$21.50 to \$21.79. The

(4) Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.00 to \$22.07. The

(5) Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$22.07 to \$22.38. The

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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