

SAUNDERS JOHN
Form 4
February 14, 2003

FORM 4

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

OMB APPROVAL

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

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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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol NBIX/Neurocrine Biosciences, Inc. | | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|---|--------------------------------------|--|--|---|---|------------|--|---|--|-----------------------------------|
| Saunders John (Last) (First) (Middle) | | | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) | | | |
| 10555 Science Center Drive | | | | | | | 4. Statement for Month/Day/Year 02/12/03 | | Vice President Research (Chemistry) | |
| (Street) | | | 5. If Amendment, Date of Original (Month/Day/Year) | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | | |
| San Diego, CA 92121 | | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 & 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/12/03 | | X ⁽²⁾ | V | 2,000 | A | 24.33 | 2,000 | D | |
| Common Stock | 02/12/03 | | X ⁽²⁾ | V | 475 | A | 5.375 | 475 | D | |
| Common Stock | 02/12/03 | | X ⁽²⁾ | V | 300 | A | 5.375 | 300 | D | |
| Common Stock | 02/12/03 | | S | V | 2,475 | D | 41.38 | | D | |
| Common Stock | 02/12/03 | | S | V | 300 | D | 41.39 | | D | |

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 & 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) |
|---|--|---|---|-----------------------------------|---|--|-----|---|-----------------|--|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | |
| Non-statutory Stock Option | 24.33 | 02/12/03 | | X ⁽¹⁾ | | 2,000 | | 05/18/01 | 04/18/11 | Common Stock | 2,000 | | D |
| Non-statutory Stock Option | 5.375 | 02/12/03 | | X ⁽¹⁾ | | 475 | | 04/02/99 | 03/02/09 | Common Stock | 475 | | D |
| Non-statutory Stock Option | 5.375 | 02/12/03 | | X ⁽¹⁾ | | 300 | | 04/02/99 | 03/02/99 | Common Stock | 300 | | D |

Explanation of Responses:

(1) Exercise of in-the-money or at-the-money derivative security.

(2) Holdings of 02/12/03 exercise of underlying derivative security reported in Table II.

By: /s/ **Margaret E. Valeur-Jensen**

02/14/03

Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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