OncoMed Pharmaceuticals Inc

Form 4

October 27, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 obligations may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * **Dupont Jakob**

2. Issuer Name and Ticker or Trading Symbol

Issuer

OncoMed Pharmaceuticals Inc

(Check all applicable)

SVP & Chief Medical Officer

5. Relationship of Reporting Person(s) to

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

[OMED]

10/26/2015

X_ Officer (give title below)

Director

10% Owner Other (specify

C/O ONCOMED PHARMACEUTICALS, INC., 800

CHESAPEAKE DRIVE

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

REDWOOD CITY, CA 94063

(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. Transactio Code (Instr. 8)	4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/26/2015		Code V M(1)	Amount 5,000	(D)	Price \$ 4.56	(Instr. 3 and 4) 27,804 (2)	D	
Common Stock	10/26/2015		S(1)	5,000	D	\$ 20	22,804 (2)	D	

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

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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 ction Derivative Securities 3) 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 or Number of Shares
Stock Option (Right to Buy)	\$ 4.56	10/26/2015		M <u>(1)</u>	4	5,000	(3)	10/24/2021	Common Stock	5,000

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

De

Dupont Jakob

C/O ONCOMED PHARMACEUTICALS, INC.

800 CHESAPEAKE DRIVE

REDWOOD CITY, CA 94063

SVP & Chief Medical Officer

Signatures

/s/ Alicia J. Hager, Attorney-in-Fact for Jakob Dupont

10/27/2015

**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) Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on June 5, 2015.
- Includes 20,000 restricted stock units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit. Also includes 427 shares acquired under the Issuer's Employee Stock Purchase Plan on August 31, 2015.
 - The option was immediately exercisable in full on October 24, 2011; however, the shares vest pursuant to the following schedule: Twenty Percent (20%) of the shares subject to the option vest on the first anniversary measured from October 1, 2011 (the "Vesting
- (3) Commencement Date") and the remaining shares subject to the option vest in 48 successive, equal monthly installments thereafter on each monthly anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

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.

Reporting Owners 2