

NEKTAR THERAPEUTICS

Form 4

August 13, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title below) ____ Other (specify below)
SVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
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	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 of Underlying Securities 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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