

ALDER BIOPHARMACEUTICALS INC  
 Form 4  
 April 18, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
 Schatzman Randall C

2. Issuer Name and Ticker or Trading Symbol  
 ALDER BIOPHARMACEUTICALS INC [ALDR]

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

(Last) (First) (Middle)  
 11804 NORTH CREEK PARKWAY SOUTH  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 04/14/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President and CEO

BOTHELL, WA 98011

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)
Common Stock	04/14/2016		M	(A) Amount 11,462 (1)	\$ 0.385 124,409 (2)	D	
Common Stock	04/14/2016		S	(D) Amount 11,462 (3)	\$ 28.0121 112,947 (4)	D	
Common Stock	04/15/2016		M	(A) Amount 8,538 (1)	\$ 0.385 121,485	D	
Common Stock	04/15/2016		M	(A) Amount 5,486 (1)	\$ 1.265 126,971	D	
	04/15/2016		S	(D)	112,947	D	

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Common Stock			14,024 <u>(3)</u>		\$ 28.1054 <u>(5)</u>		
Common Stock	04/18/2016		M 4,514 <u>(1)</u>	A	\$ 1.265	117,461	D
Common Stock	04/18/2016		S 4,514 <u>(3)</u>	D	\$ 28.0775 <u>(6)</u>	112,947	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.**

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 0.385	04/14/2016		M	11,462	<u>(7)</u> 09/14/2016	Common Stock	11,462
Stock Option (Right to Buy)	\$ 0.385	04/15/2016		M	8,538	<u>(7)</u> 09/14/2016	Common Stock	8,538
Stock Option (Right to Buy)	\$ 1.265	04/15/2016		M	5,486	<u>(7)</u> 11/13/2017	Common Stock	5,486
Stock Option (Right to Buy)	\$ 1.265	04/18/2016		M	4,514	<u>(7)</u> 11/13/2017	Common Stock	4,514

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schatzman Randall C 11804 NORTH CREEK PARKWAY SOUTH BOTHHELL, WA 98011	X		President and CEO	

## Signatures

/s/ Randall C.  
Schatzman

04/18/2016

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) The exercise of options reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 4, 2015.
- (2) Includes 1,368 shares acquired under the Issuer's 2014 Employee Stock Purchase Plan on May 29, 2015.
- (3) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on September 4, 2015.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.10, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 4 to this Form 4.
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.33, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 5 to this Form 4.
- (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$28.00 to \$28.43, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote 6 to this Form 4.
- (6) The option is fully vested.
- (7) The option is fully vested.

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.