

NEKTAR THERAPEUTICS

Form 4

February 06, 2017

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

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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)
02/02/2017

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 ____ Other (specify
below) below)
SVP & Chief Operating 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 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	02/02/2017		M ⁽¹⁾	66,495 (1)	A \$ 4.65 206,821	D	
Common Stock	02/02/2017		S ⁽¹⁾	66,495 (1)	D \$ 12.38 140,326 (2)	D	
Common Stock	02/03/2017		M ⁽¹⁾	8,505 (1)	A \$ 4.65 148,831	D	
Common Stock	02/03/2017		S ⁽¹⁾	8,505 (1)	D \$ 12.48 140,326	D	

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(3)

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

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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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 4.65	02/02/2017		M ⁽¹⁾		66,495		⁽⁴⁾	02/22/2017	Common Stock	66,495
Employee Stock Option (right to buy)	\$ 4.65	02/03/2017		M ⁽¹⁾		8,505		⁽⁴⁾	02/22/2017	Common Stock	8,505

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 Operating Officer

Signatures

Mark A. Wilson,
Attorney-in-Fact 02/06/2017

__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).

The Reporting Person exercised and sold a portion of the Shares of common stock subject to this stock option that expires on February 22, 2017, with the objective of using substantially all of the proceeds to cover the exercise price of the entire stock option and applicable withholding taxes.

This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Person on February 2, 2017.

(2) The actual prices for these transactions range from \$12.20 to \$12.45, inclusive. The Reporting Person further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.

(3) This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Person on February 3, 2017. The actual prices for these transactions range from \$12.45 to \$12.51, inclusive.

(4) This stock option became fully vested on February 23, 2013 and will expire on February 22, 2017 if not exercised.

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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