

HALOZYME THERAPEUTICS INC
 Form 4
 February 04, 2014

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 *
 Shaffer James P

2. Issuer Name and Ticker or Trading Symbol
 HALOZYME THERAPEUTICS INC [HALO]

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

(Last) (First) (Middle)
 11388 SORRENTO VALLEY ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP & Chief Commercial Officer

SAN DIEGO, CA 92121

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 Ownership (Instr. 4)
			Code	V	Amount (D) Price		
Common Stock	02/02/2014		M		10,387 (1)	A	\$ 0 47,919 D
Common Stock	02/02/2014		M		1,242 (2)	A	\$ 0 49,161 D
Common Stock	02/04/2014		M		4,864 (3)	A	\$ 0 54,025 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)

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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 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
Restricted Stock Units	\$ 0	02/02/2014		M	16,204	02/02/2014	02/02/2022	Common Stock	16,204
Restricted Stock Units	\$ 0	02/02/2014		M	2,084	02/02/2014	02/02/2022	Common Stock	2,084
Restricted Stock Units	\$ 0	02/04/2014		M	7,500	02/04/2014	02/04/2023	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaffer James P 11388 SORRENTO VALLEY ROAD SAN DIEGO, CA 92121			VP & Chief Commercial Officer	

Signatures

By: Jean Liu, Attorney-in-fact For: James P. Shaffer 02/04/2014

**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) Represents net settlement for the vesting of 16,204 shares of a restricted stock unit award granted in February 2012. Upon vesting on February 2, 2014, the reporting person received a settlement of 10,387 shares of Halozyyme common stock. 5,817 shares were withheld as payment for minimum statutory tax withholding requirement.
 - (2) Represents net settlement for the vesting of 2,084 shares of a restricted stock unit award granted in February 2012. Upon vesting on February 2, 2014, the reporting person received a settlement of 1,242 shares of Halozyyme common stock. 842 shares were withheld as

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payment for minimum statutory tax withholding requirement.

- Represents net settlement for the vesting of 7,500 shares of a restricted stock unit award granted in February 2013. Upon vesting on
- (3) February 4, 2014, the reporting person received a settlement of 4,864 shares of Halozyme common stock. 2,636 shares were withheld as payment for minimum statutory tax withholding requirement.

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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