

ARRAY BIOPHARMA INC  
Form 4  
June 27, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**KOCH KEVIN**

2. Issuer Name and Ticker or Trading Symbol  
**ARRAY BIOPHARMA INC  
[ARRY]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**3200 WALNUT STREET**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**06/24/2005**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President, CSO**

**BOULDER, CO 80301**

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 (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 06/24/2005                           |  | M                              | 1,503 A \$ 0.235  | 133,795   | I  | See Footnote (1)                  |
| Common Stock                    | 06/24/2005                           |  | M                              | 4,376 A \$ 0.235  | 138,171   | I  | See Footnote (1)                  |
| Common Stock                    | 06/24/2005                           |  | M                              | 3,319 A \$ 0.6  | 141,490   | I  | See Footnote (1)                  |
| Common Stock                    | 06/24/2005                           |  | M                              | 0 A \$ 0  | 622,254   | D  |                                   |

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-------------------------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D) | Title   | Amount or Number of Shares    |
| Option to Purchase Common Stock            | \$ 0.235   | 06/24/2005                           | 06/24/2005   | M                              |   | 1,503  |     | 07/01/2003 07/01/2009<br>Common Stock                         | 1,503                         |
| Option to Purchase Common Stock            | \$ 0.235   | 06/24/2005                           | 06/24/2005   | M                              |   | 4,376  |     | 07/01/2003 07/01/2009<br>Common Stock                         | 4,376                         |
| Option to Purchase Common Stock            | \$ 0.6   | 06/24/2005                           | 06/24/2005   | M                              |   | 3,319  |     | 07/01/2004 07/01/2010<br>Common Stock                         | 3,319                         |

## Reporting Owners

| Reporting Owner Name / Address                        | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| KOCH KEVIN<br>3200 WALNUT STREET<br>BOULDER, CO 80301 | X             |           | President, CSO |       |

## Signatures

/s/ Kevin Koch,  
Ph.D. 06/27/2005

\*\*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) Includes 99,000 shares held in trust for the benefit of Dr. Koch's minor children, with the remaining shares held by Dr. Koch's wife.

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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