

BRYCE RICHARD PAUL
 Form 4
 February 13, 2018

FORM 4

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

OMB APPROVAL

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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 *
BRYCE RICHARD PAUL

2. Issuer Name and Ticker or Trading Symbol
**PUMA BIOTECHNOLOGY, INC.
 [PBYI]**

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

(Last) (First) (Middle)
C/O PUMA BIOTECHNOLOGY, INC., 10880 WILSHIRE BLVD., SUITE 2150

3. Date of Earliest Transaction (Month/Day/Year)
02/11/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SEE REMARKS

(Street)
LOS ANGELES, CA 90024

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)
				(A) or (D)	Amount or Price		
COMMON STOCK	02/11/2018		A	D	9,000 (1)	\$ 0	34,379 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)

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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)	Amount or Number of Shares
STOCK OPTION (RIGHT TO BUY)	\$ 60.85	02/11/2018		A	14,000	(2) 02/10/2028	COMMON STOCK	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRYCE RICHARD PAUL C/O PUMA BIOTECHNOLOGY, INC. 10880 WILSHIRE BLVD., SUITE 2150 LOS ANGELES, CA 90024			SEE REMARKS	

Signatures

/s/ Richard Paul
Bryce

02/13/2018

**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 Restricted Stock Units which vest (i) with respect to one-third (1/3rd) of the shares subject thereto on the first anniversary of the vesting commencement date of January 1, 2018 ("Vesting Commencement Date") and (ii) with respect to 1/36th of the shares subject thereto on each monthly anniversary of the Vesting Commencement Date thereafter, subject to the Reporting Person's continued service with the Issuer through the applicable vesting date.

(2) The vesting commencement date ("Vesting Commencement Date") of the option is January 1, 2018. The option vests (i) with respect to one-third (1/3rd) of the shares underlying the option on the first anniversary of the Vesting Commencement Date and (ii) with respect to 1/36th of the shares underlying the option on each monthly anniversary of the Vesting Commencement Date thereafter, subject to the Reporting Person's continued service with the Issuer through the applicable vesting date.

Remarks:

Title of Reporting Person: Chief Medical and Scientific Officer

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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