

SEATTLE GENETICS INC /WA

Form 4

December 15, 2016

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 *
Cline Darren S

2. Issuer Name **and** Ticker or Trading
Symbol
SEATTLE GENETICS INC /WA
[SGEN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
21823 30TH DRIVE SE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
EVP, Commercial

BOTHELL, WA 98021

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	12/13/2016		M	10,000	A \$ 26.1 65,743 ⁽¹⁾	D	
Common Stock	12/13/2016		S	8,806	D \$ 63.2525 56,937 ⁽¹⁾ ⁽²⁾	D	
Common Stock	12/13/2016		M	2,761	A \$ 18.46 59,698 ⁽¹⁾	D	
Common Stock	12/13/2016		S	1,194	D \$ 64.349 ⁽³⁾ 58,504 ⁽¹⁾	D	

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 18.46	12/13/2016		M	2,761	<u>(4)</u> 02/28/2022	Common Stock	2,761
Non-Qualified Stock Option (right to buy)	\$ 26.1	12/13/2016		M	10,000	<u>(5)</u> 08/20/2022	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cline Darren S 21823 30TH DRIVE SE BOTHELL, WA 98021	EVP, Commercial

Signatures

/s/ Jean Liu 12/15/2016

**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) Amount of securities beneficially owned following reported transactions includes restricted stock units subject to vesting.

Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$62.73 to \$63.59. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the Securities and Exchange

(2) Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

(3)

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Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$63.75 to \$64.55. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.

(4) Shares vested at a rate of 25% on 2/28/13 and monthly thereafter until all shares were fully vested on 2/28/16.

(5) Shares vested at a rate of 25% on 8/20/13 and monthly thereafter until all shares were fully vested on 8/20/16.

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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