Edgar Filing: FIVE PRIME THERAPEUTICS INC - Form 4

FIVE PRIM Form 4 May 23, 20	IE THERAPEUT	ICS INC							
FORN Check t	14 UNITED			AND EXCHANGE , D.C. 20549	COMMISSIO	N OMB Number:	PPROVAL 3235-0287 January 31,		
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 Dhingra Ka	Symbol	PRIME TI	d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) TWO COR	(Month	of Earliest T Day/Year) 2016	ransaction	Officer (give titleOther (specify below)Other (specify below)					
SOUTH SA FRANCIS		nendment, D onth/Day/Yea	-	 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) Ta	ble I - Non-l	Derivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3.	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or	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		
Reminder: Re				information cont required to resp	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm introl	SEC 1474 (9-02)		
	1 80			s, ontions, convertible	-				

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	I

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Acquired or Dispose (D)	(Instr. 3, 4,		/Year)	(Instr. 3 and	4)	S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 42.25	05/19/2016		A	10,000		<u>(1)</u>	05/19/2026	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Dhingra Kapil TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080	Х					
Signatures						
/s/ Francis Sarena, Attorney-in-fact	05/23/201	6				
<u>**</u> 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) This option will vest in its entirety on the earlier to occur of (i) May 19, 2017 or (ii) the day before the 2017 annual meeting of stockholders of Five Prime Therapeutics, Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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