

SEATTLE GENETICS INC /WA
 Form 4
 July 29, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
AKKARAJU SRINIVAS

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)

3. Date of Earliest Transaction (Month/Day/Year)
 07/28/2008

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O PANORAMA MANAGEMENT, LLC, 2440 SAND HILL ROAD, SUITE 302

(Street)

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

MENLO PARK, CA 94025

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or Price | | |
| Class A Common Stock | | | | | 2,263,980 | I | See Footnote (1) |
| Class A Common Stock | 07/28/2008 | | S | | \$ 2,650 | D | See Footnote (2) |
| Class A Common Stock | 07/28/2008 | | S | | \$ 361 | D | See Footnote (3) |

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| | | | | | | | | |
|----------------------------|------------|---|--------|---|--------------------|---------|---|------------------------|
| Class A Common Stock | 07/28/2008 | S | 1,345 | D | \$ 10.36 (9) | 252,267 | I | See Footnote (4) |
| Class A Common Stock | 07/28/2008 | S | 150 | D | \$ 10.36 (9) | 28,105 | I | See Footnote (5) |
| Class A Common Stock | 07/28/2008 | S | 996 | D | \$ 10.36 (9) | 186,775 | I | See Footnote (6) |
| Class A Common Stock | 07/28/2008 | S | 15,730 | D | \$ 10.36 (9) | 685,702 | I | See Footnote (7) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrants | \$ 6.25 | | | | | 07/08/2003 12/31/2011 | Common Stock | 469,594 |
| Warrants | \$ 6.25 | | | | | 07/08/2003 12/31/2011 | Common Stock | 101,421 |
| Warrants | \$ 6.25 | | | | | 07/08/2003 12/31/2011 | Common Stock | 13,826 |
| Warrants | \$ 6.25 | | | | | 07/08/2003 12/31/2011 | Common Stock | 51,478 |

| | | | | | |
|-----------------------------------|---------|------------|------------|--------------|---------|
| Warrants | \$ 6.25 | 07/08/2003 | 12/31/2011 | Common Stock | 5,736 |
| Warrants | \$ 6.25 | 07/08/2003 | 12/31/2011 | Common Stock | 38,114 |
| Warrants | \$ 6.25 | 07/08/2003 | 12/31/2011 | Common Stock | 132,331 |
| Stock Options (Right to Purchase) | \$ 7.26 | 05/16/2005 | 05/16/2014 | Common Stock | 10,000 |
| Stock Options (Right to Purchase) | \$ 5.11 | 05/12/2006 | 05/12/2015 | Common Stock | 10,000 |
| Stock Options (Right to Purchase) | \$ 10.2 | 05/24/2008 | 05/25/2017 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| AKKARAJU SRINIVAS C/O PANORAMA MANAGEMENT, LLC 2440 SAND HILL ROAD, SUITE 302 MENLO PARK, CA 94025 | X | | | |

Signatures

/s/ Srinivas
Akkaraju

07/29/2008

**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) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners (BHCA), L.P. ("JPM BHCA"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a limited partner of JPMP Master Fund Manager, L.P. ("MF Manager"), the general partner of JPM BHCA. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPM BHCA and MF Manager. The Reporting Person disclaims ownership of the securities except to the extent of his pecuniary interest therein, if any.

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(2) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors, L.P. ("Global Investors"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a limited partner of MF Manager, limited partner of JPMP Global Investors, L.P., the general partner of Global Investors. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPMP Global Investors, L.P. and Global Investors. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

(3) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors A, L.P., ("Global A") a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a limited partner of MF Manager, limited partner of JPMP Global Investors, L.P., the general partner of Global A. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPMP Global Investors, L.P. and Global A. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

(4) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman), L.P. ("Cayman"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a limited partner of MF Manager, limited partner of JPMP Global Investors, L.P., the general partner of Cayman. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPMP Global Investors, L.P. and Cayman. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

(5) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman) II, L.P. ("Cayman II"), a portion of which may be deemed attributable to the Reporting Person because the limited partner of MF Manager, limited partner of JPMP Global Investors, L.P., the general partner of Cayman II. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPMP Global Investors, L.P. and Cayman II. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

(6) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown), L.P. ("Selldown"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a limited partner of MF Manager, limited partner JPMP Global Investors, L.P., the general partner of Selldown. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPMP Global Investors, L.P. and Selldown. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

(7) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown II), L.P. ("Selldown II"), a portion of which may be deemed attributable to the Reporting Person because the Reporting Person is a limited partner of MF Manager, limited partner of JPMP Global Investors, L.P., the general partner of Selldown II. The actual pro rata portion of such beneficial ownership that may be deemed attributable to the Reporting Person is not readily determinable because it is subject to several variables, including the internal rate of return and vesting within JPMP Global Investors, L.P. and Selldown II. The Reporting Person disclaims beneficial ownership in the securities to the extent it exceeds his pecuniary interest therein, if any.

(8) These Stock Options were granted to the Reporting Person as Director's Compensation. The Reporting Person is obligated to transfer any shares issued under the stock option to JPM BHCA.

(9) \$10.36 represents an average per share sale price for the shares sold on 7/28/2008. The sale price for shares sold on this day ranged from \$10.28 to \$10.46.

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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