

HALOZYME THERAPEUTICS INC
 Form 4
 February 04, 2014

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 *
 Shaffer James P

2. Issuer Name and Ticker or Trading Symbol
 HALOZYME THERAPEUTICS INC [HALO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP & Chief Commercial Officer

(Last) (First) (Middle)
 11388 SORRENTO VALLEY ROAD
 (Street)
 SAN DIEGO, CA 92121
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 02/02/2014
 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

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) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/02/2014 | | M | (1) | 10,387 | A | \$ 0 47,919 D |
| Common Stock | 02/02/2014 | | M | (2) | 1,242 | A | \$ 0 49,161 D |
| Common Stock | 02/04/2014 | | M | (3) | 4,864 | A | \$ 0 54,025 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)

displays a currently valid OMB control number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 | 02/02/2014 | | M | 16,204 | 02/02/2014 | 02/02/2022 | Common Stock | 16,204 |
| Restricted Stock Units | \$ 0 | 02/02/2014 | | M | 2,084 | 02/02/2014 | 02/02/2022 | Common Stock | 2,084 |
| Restricted Stock Units | \$ 0 | 02/04/2014 | | M | 7,500 | 02/04/2014 | 02/04/2023 | Common Stock | 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shaffer James P 11388 SORRENTO VALLEY ROAD SAN DIEGO, CA 92121 | | | VP & Chief Commercial Officer | |

Signatures

By: Jean Liu, Attorney-in-fact For: James P. Shaffer 02/04/2014

**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 net settlement for the vesting of 16,204 shares of a restricted stock unit award granted in February 2012. Upon vesting on February 2, 2014, the reporting person received a settlement of 10,387 shares of Halozyyme common stock. 5,817 shares were withheld as payment for minimum statutory tax withholding requirement.
 - (2) Represents net settlement for the vesting of 2,084 shares of a restricted stock unit award granted in February 2012. Upon vesting on February 2, 2014, the reporting person received a settlement of 1,242 shares of Halozyyme common stock. 842 shares were withheld as

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payment for minimum statutory tax withholding requirement.

- Represents net settlement for the vesting of 7,500 shares of a restricted stock unit award granted in February 2013. Upon vesting on
- (3) February 4, 2014, the reporting person received a settlement of 4,864 shares of Halozyme common stock. 2,636 shares were withheld as payment for minimum statutory tax withholding requirement.

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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