

Johnson Craig A
Form 4
June 20, 2012

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Johnson Craig A

(Last) (First) (Middle)

4939 DIRECTORS PLACE

(Street)

SAN DIEGO, CA 92121

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ardea Biosciences, Inc./DE [RDEA]

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

06/19/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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	Derivative Security		or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Non-Qualified Stock Option (right to buy)	\$ 14.42	06/19/2012	D	5,000	<u>(1)</u>	06/09/2018	Common Stock	5,000
Non-Qualified Stock Option (right to buy)	\$ 14.42	06/19/2012	D	25,000	<u>(1)</u>	06/09/2018	Common Stock	25,000
Non-Qualified Stock Option (right to buy)	\$ 12.16	06/19/2012	D	9,500	<u>(1)</u>	01/01/2019	Common Stock	9,500
Non-Qualified Stock Option (right to buy)	\$ 12.16	06/19/2012	D	10,000	<u>(1)</u>	01/01/2019	Common Stock	10,000
Non-Qualified Stock Option (right to buy)	\$ 14.29	06/19/2012	D	12,500	<u>(1)</u>	01/03/2020	Common Stock	12,500
Non-Qualified Stock Option (right to buy)	\$ 25.97	06/19/2012	D	12,500	<u>(1)</u>	01/02/2021	Common Stock	12,500
Non-Qualified Stock Option (right to buy)	\$ 16.47	06/19/2012	D	12,500	<u>(1)</u>	01/02/2022	Common Stock	12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Johnson Craig A 4939 DIRECTORS PLACE SAN DIEGO, CA 92121	X			

Signatures

/s/ Craig A.
Johnson 06/20/2012

 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 was canceled pursuant to the Agreement and Plan of Merger, dated as of April 21, 2012, by and among Ardea Biosciences, Inc. ("Ardea"), Zeneca Inc. and QAM Corp. (the "Merger Agreement"), in exchange for a payment in cash, without interest and less the amount of any required tax withholding, equal to the product of: (i) the excess of \$32.00 (the per share merger consideration pursuant to the Merger Agreement) over the exercise price of the option; and (ii) the number of shares of Ardea common stock underlying the option.

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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