NEKTAR THERAPEUTICS

Form 4

September 19, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Lingnau Lutz

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

NEKTAR THERAPEUTICS

(Middle)

(Zip)

[NKTR]

(Check all applicable)

3. Date of Earliest Transaction

_X__ Director 10% Owner Other (specify Officer (give title

(Month/Day/Year) 09/15/2016

C/O NEKTAR THERAPEUTICS, 455 MISSION **BAY BOULEVARD SOUTH**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I Non Derivative Securities Acquired Disposed of or Peneficially Owned

SAN FRANCISCO, CA 94158

(State)

| ` • | , , | ` 1' I abi | ie i - Non-L | <i>Jerivative</i> | Securi | nes Acqu | nrea, Disposea o | i, or Beneficiali | y Owned |
|------------|---------------------|--------------------|-----------------------------------|---------------------|--------|--------------|------------------|-------------------|------------|
| 1.Title of | 2. Transaction Date | 3. | 4. Securit | ies Ac | quired | 5. Amount of | 6. | 7. Nature of | |
| Security | (Month/Day/Year) | Execution Date, if | Transaction(A) or Disposed of (D) | | | Securities | Ownership | Indirect | |
| (Instr. 3) | | any | Code | (Instr. 3, 4 and 5) | | | Beneficially | Form: Direct | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | (D) or | Ownership |
| | | | | | | | Following | Indirect (I) | (Instr. 4) |
| | | | | | () | | Reported | (Instr. 4) | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | A 4 | or | D | (Instr. 3 and 4) | | |
| ~ | | | Code V | Amount | (D) | Price | | | |
| Common | 09/15/2016 | | S | 9,000 | D | \$ | 7,450 | D | |
| Stock (1) | 07/13/2010 | | 5 | ,,000 | ט | 19.06 | 7,130 | D | |
| C | | | | | | | | | |
| Common | 09/15/2016 | | M | 15,000 | Α | \$ 0 | 22,450 (3) | D | |
| Stock (2) | 07/13/2010 | | 171 | 15,000 | . 1 | Ψυ | 22, 130 | D | |

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

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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. Transacti Code (Instr. 8) | 5. Number of orDerivative 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 I S (|
|---|---|---|---|---------------------------------------|---|--|--------------------|---|-------------------------------------|------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted Stock Unit | (2) | 09/15/2016 | | M | 15,000 | (2) | (2) | Common Stock | 15,000 | |

De Sec (In

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10%
Owner Officer Other

Lingnau Lutz C/O NEKTAR THERAPEUTICS 455 MISSION BAY BOULEVARD SOUTH SAN FRANCISCO, CA 94158



Signatures

Gilbert M. Labrucherie, Jr., Attorney-in-Fact

09/19/2016

Date

**Signature of Reporting Person

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 transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Represents restricted stock units ("RSU"), convertible on a one-for-one basis into shares of Common Stock of the Company. These RSUs, at the time of their grant on September 15, 2015, vested in full one year following the grant date.

The total holdings include 15,000 shares of restricted stock units ("RSUs") that were previously reported in Table II for the reporting person and which are being reclassified to Table I. These RSUs were granted on September 15, 2015, are convertible on a one-for-one basis into shares of Common Stock of the Company and vested on September 15, 2016.

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Reporting Owners 2