HALOZYME THERAPEUTICS INC

Form 4

February 13, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

2005

0.5

January 31, Expires:

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *

KIRK RANDAL J

2. Issuer Name and Ticker or Trading

Symbol

HALOZYME THERAPEUTICS INC [HALO]

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director Officer (give title

X__ 10% Owner _ Other (specify

C/O THIRD SECURITY, LLC, 1881 02/10/2012 **GROVE AVENUE**

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

RADFORD, VA 24141

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securit	ties Acqui	ired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Execution Date, if Transaction Disposed of (D) any Code (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)	
Common Stock	02/10/2012		Code V P	Amount 990,000	(D)	Price \$ 10.61	2,905,947	I	by Kapital Joe (1)
Common Stock	02/10/2012		P	185,000	A	\$ 10.61	234,300	I	by JPK 2009 (1)
Common Stock	02/10/2012		P	185,000	A	\$ 10.61	234,300	I	by MGK 2009 (1)
Common Stock							1,722,965	I	by R.J. Kirk DOT
							293,000	I	

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Common Stock			by JPK 2008 (1)
Common Stock	293,000	I	by MGK 2008 (1)
Common Stock	293,000	I	by ZSK 2008 (1)
Common Stock	10,945	I	by Lotus Capital (1)
Common Stock	1,436,186	I	by Kirkfield
Common Stock	135,000	I	by Staff 2001 (1)
Common Stock	1,326,320	I	by NRM IV (1)
Common Stock	6,328,853	I	by NRM V (1)
Common Stock	3,430,000	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)

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. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)
				Code \	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KIRK RANDAL J

C/O THIRD SECURITY, LLC
1881 GROVE AVENUE

RADFORD, VA 24141

Signatures

/s/ Randal J.
Kirk

**Signature of Reporting Person

O2/13/2012

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).

Randal J. Kirk controls each of Kapital Joe, LLC ("Kapital Joe"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), R.J. Kirk Declaration of Trust ("R.J. Kirk DOT"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK

(1) 2008"), Lotus Capital (2000) Company, Inc. ("Lotus Capital"), Kirkfield, L.L.C. ("Kirkfield"), Third Security Staff 2001 LLC ("Staff 2001"), New River Management IV, LP ("NRM IV") and New River Management V, LP ("NRM V"). Shares held by these entities may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

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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