ARRAY BIOPHARMA INC

Form 4

October 31, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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response...

subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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 * **BAUM CHARLES M**

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

(Middle)

ARRAY BIOPHARMA INC

(Check all applicable)

5. Relationship of Reporting Person(s) to

[ARRY]

(Last) (First) 3. Date of Earliest Transaction

Director Officer (give title

10% Owner Other (specify

C/O ARRAY BIOPHARMA

(Street)

INC., 3200 WALNUT STREET

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

10/27/2016

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

D

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BOULDER, CO 80301

Security

(Instr. 3)

(City) (State) (Zip) 2. Transaction Date 2A. Deemed 1. Title of

4. Securities Acquired 5. Amount of 3. (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of

(A)

Securities Beneficially (D) or Owned

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(Month/Day/Year)

Code (D) (Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s)

(Instr. 3 and 4)

or Price Code V Amount (D)

Common $M^{(1)}$ 10/29/2016 5.000 5,000 Stock 5.83

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)

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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 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Restricted Stock Units	\$ 0	10/27/2016		A	5,000		10/27/2017	(2)	Common Stock	5,0
Stock Option (Right to Buy)	\$ 5.95	10/27/2016		A	25,000		10/27/2017	10/27/2026	Common Stock	25,
Restricted Stock Units	\$ 0	10/29/2016		M		5,000	10/29/2016	(3)	Common Stock	5,0

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BAUM CHARLES M C/O ARRAY BIOPHARMA INC. 3200 WALNUT STREET BOULDER, CO 80301

Signatures

John R. Moore, attorney-in-fact for Reporting Person

10/31/2016

**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) Shares issued upon settlement of Restricted Stock Units ("RSUs") granted by the Issuer on October 29, 2015 as a result of the vesting of all such RSUs.
- RSUs awarded to the reporting person for no additional cash consideration and represent a contingent right to receive one share of Array (2) BioPharma Inc. common stock. The units vest and will be settled in stock on October 27, 2017, subject to continued service on Array's board of directors.
- (3) RSUs awarded to the reporting person on October 29, 2015 for no additional cash consideration and represent a contingent right to receive one share of Array BioPharma Inc. common stock. The units vested and were settled in stock on October 29, 2016.

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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