

Squarer Ron
Form 4
December 18, 2018

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Squarer Ron

2. Issuer Name **and** Ticker or Trading
Symbol
ARRAY BIOPHARMA INC
[ARRY]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O ARRAY BIOPHARMA
INC., 3200 WALNUT STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2018

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)
CEO

BOULDER, CO 80301

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
Person

(City) (State) (Zip)

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 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)
Common Stock	12/16/2018		M	(A) or (D) A	48,437 (1) \$ 0	260,012	D
Common Stock	12/16/2018		F	(A) or (D) D	21,303 (2) \$ 15.97	238,709	D

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

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(9-02)

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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. 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Restricted Stock Units	\$ 0	12/14/2018		A	113,125	(3) 12/20/2022	Common Stock 11
Stock Option (Right to Buy)	\$ 0	12/14/2018		A	678,750	(4) 12/16/2028	Common Stock 67
Restricted Stock Units	\$ 0	12/16/2018		M	23,437	(5) 12/16/2020	Common Stock 23
Restricted Stock Units	\$ 0	12/16/2018		M	25,000	(5) 12/17/2021	Common Stock 25

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Squarer Ron C/O ARRAY BIOPHARMA INC. 3200 WALNUT STREET BOULDER, CO 80301			CEO	

Signatures

Jason Haddock, attorney-in-fact for Ron Squarer
 12/18/2018
 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 on December 27, 2016 and December 16, 2017, as a result of the vesting of one fourth of such RSUs.
- (2) Represents shares withheld to satisfy tax withholding obligations of the reporting person.
- (3) RSUs awarded to the reporting person for no additional cash consideration and each represents a contingent right to receive once share of common stock. The RSUs vest and will be settled in common stock in four equal annual installments beginning on December 16, 2019.

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- (4) The options vest in four equal annual installments beginning on December 16, 2019.
- (5) The RSUs vested and were settled in common stock on December 16, 2018.

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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