

Oltmans Curtis Gale
 Form 4
 January 17, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Oltmans Curtis Gale

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, 3200
 WALNUT ST.
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/15/2019

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

BOULDER, CO 80301

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (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 | | | | (A) or (D) | Price |
| Common Stock | 01/15/2019 | | M | | | 19,720 | A | \$ 8.94 | 23,641 | D | |
| Common Stock | 01/15/2019 | | S ⁽¹⁾ | | | 19,720 | D | \$ 18.0598 ⁽²⁾ | 3,921 | 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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 8.94 | 01/15/2019 | | M | 19,720 | ⁽³⁾ 08/15/2027 | Common Stock | 19,720 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Oltmans Curtis Gale
C/O ARRAY BIOPHARMA, 3200 WALNUT ST.
BOULDER, CO 80301

General Counsel

Signatures

Jason Haddock, attorney-in-fact for Curtis Oltmans

01/17/2019

__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) These trades were made pursuant to a Rule 10b5-1 trading plan.

(2) The price reported for these shares is the weighted average sale price of transactions made at prices from \$18.00 to \$18.17. Details of actual prices for shares sold are available from the Issuer upon request.

(3) The option vests in four equal annual installments beginning August 15, 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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