

HALOZYME THERAPEUTICS INC
 Form 4
 February 06, 2017

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 *
 Stelzer Laurie

2. Issuer Name and Ticker or Trading Symbol
 HALOZYME THERAPEUTICS INC [HALO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/03/2017

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 SVP, Chief Financial Officer

C/O HALOZYME THERAPEUTICS, INC., 11388 SORRENTO VALLEY ROAD
 (Street)

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

SAN DIEGO, CA 92121
 (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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/03/2017		M	23,120 A \$ 0	29,995	D	
Common Stock	02/03/2017		F	9,085 (1) D \$ 12.26	20,910	D	
Common Stock					10,000	I	By trust (2)

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

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SEC 1474 (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
Restricted Stock Units	\$ 0	02/03/2017		M	23,120	(3) (3)	Common Stock	23,120

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Stelzer Laurie
C/O HALOZYME THERAPEUTICS, INC.
11388 SORRENTO VALLEY ROAD
SAN DIEGO, CA 92121

SVP, Chief Financial Officer

Signatures

/s/ James R. Oehler as attorney-in-fact for Laurie Stelzer

02/06/2017

__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) The reported disposition of 9,085 shares represents the shares that were withheld by the issuer as payment for minimum statutory tax withholding obligations.
- (2) The reporting person is co-trustee of the Gregory and Laureen Stelzer Living Trust.
- (3) This transaction represents the vesting and settlement of restricted stock units in shares of common stock of the issuer.

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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