

ZYMOGENETICS INC
Form 3
September 15, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BRISTOL MYERS SQUIBB CO			(Month/Day/Year)	ZYMOGENETICS INC [ZGEN]	
(Last)	(First)	(Middle)	09/07/2010		
345 PARK AVENUE,Â			4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10154			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	See notes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRISTOL MYERS SQUIBB CO 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^
Zeus Acquisition Corp C/O BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154	^	^ X	^	^

Signatures

/s/ Dr. Jeremy Levin for Bristol-Myers Squibb Company

09/15/2010

__Signature of Reporting Person

Date

/s/ Dr. Jeremy Levin for Zeus Acquisition Corporation

09/15/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Zeus Acquisition Corporation, a Washington corporation ("Purchaser"), is wholly-owned by Bristol-Myers Squibb Company ("Parent").

On September 7, 2010, ZymoGenetics, Inc. entered into an Agreement and Plan of Merger (the "Merger Agreement") with Parent and Purchaser. Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof, Purchaser has commenced a cash tender offer to acquire all of the shares of the Issuer's Common Stock (the "Offer") for a purchase price of \$9.75 per share in cash (the

(2) "Offer Price"). This report is neither an offer to purchase nor a solicitation of an offer to sell shares of the Issuer. Parent and Purchaser have filed a tender offer statement with the SEC, and have mailed or will mail an offer to purchase, forms of letter of transmittal and related documents to Issuer shareholders. The Issuer has filed with the SEC, and has mailed or will mail to Issuer shareholders, a solicitation/recommendation statement on Schedule 14D-9. (Continued on Footnote 3).

These documents contain important information about the tender offer and shareholders of the Issuer are urged to read them carefully and in their entirety. These documents contain important information about the tender offer and Issuer shareholders are urged to read them carefully and in their entirety when they become available. These documents will be available at no charge at the SEC's website at

(3) www.sec.gov. The tender offer statement and the related materials may be obtained for free by directing a request by mail to Georgeson Inc., 199 Water Street, 26th Floor, New York, New York 10038 or by calling toll-free (800) 509-1078. In addition, a copy of the offer to purchase, letter or transmittal and certain other related tender offer documents (once they become available) may also be obtained free of charge from Parent by directing a request to: Public Affairs, Telephone No.: (609) 252-6579; E-Mail: jennifer.mauer@bms.com.

Purchaser and Parent may be deemed to have shared voting power of 36.4% of the outstanding Issuer common stock pursuant to certain Tender and Support Agreements, dated September 7, 2010, by and among Purchaser, Parent and certain shareholders (the "Shareholders") of Issuer. See the Schedule 13D filed by Parent on September 15, 2010. Parent and Purchaser expressly disclaim beneficial ownership of any shares of common stock of ZymoGenetics, Inc. covered by the Tender and Support Agreements. Neither Parent nor Purchaser has any pecuniary interest in the shares held by the Shareholders and each expressly disclaims beneficial ownership of any shares covered by the Tender and Support Agreements.

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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