

ZYMOGENETICS INC
Form 4
October 08, 2010

FORM 4

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

OMB APPROVAL

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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 *
BRISTOL MYERS SQUIBB CO

2. Issuer Name and Ticker or Trading Symbol
ZYMOGENETICS INC [ZGEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
345 PARK AVENUE,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/08/2010

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

NEW YORK, NY 10154

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)
Common Stock	10/08/2010		J	V Amount 82,605,529 (1) (2) (3)	\$ 9.75 82,605,529 (1) (2) (3)	I (1) (2) (3)	See note (1) (2) (3)

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

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(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 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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

By: /s/ Sonia Vora as Asst. Secretary of Bristol-Myers Squibb Company 10/08/2010

__Signature of Reporting Person Date

By: /s/ Sonia Vora as Secretary of Zeus Acquisition Corporation 10/08/2010

__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) Zeus Acquisition Corporation, a Washington corporation ("Purchaser"), is wholly-owned by Bristol-Myers Squibb Company ("Parent").

(2) 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 "Offer Price").

(3) At 12:00 midnight, New York City time, on October 7, 2010, the Offer expired as scheduled. The Offer was not extended. Based on the information provided by the depositary for the Offer to Parent, as of the expiration of the Offer, approximately 82,605,529 shares of Common Stock were validly tendered and not validly withdrawn prior to the expiration of the Offer, including approximately 1,501,981 shares of Common Stock subject to guaranteed delivery procedures. Purchaser has accepted for payment all shares of Common Stock validly tendered and not validly withdrawn. The shares of Common Stock validly tendered and not validly withdrawn represent approximately 94.9% of the shares of Common Stock outstanding.

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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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