

OncoMed Pharmaceuticals Inc
 Form 4
 November 05, 2014

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 *
 Lewicki John A.

2. Issuer Name and Ticker or Trading Symbol
 OncoMed Pharmaceuticals Inc
 [OMED]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 11/03/2014

____ Director
 Officer (give title below) _____ Other (specify below)
 EVP & Chief Scientific Officer

C/O ONCOMED
 PHARMACEUTICALS, INC., 800
 CHESAPEAKE DRIVE

(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

REDWOOD CITY, CA 94063

(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	09/08/2014		G	602 ⁽¹⁾ D \$ 0	20,000 ⁽²⁾	D	
Common Stock	11/03/2014		M ⁽³⁾	4,000 A \$ 1.43	24,000 ⁽²⁾	D	
Common Stock	11/03/2014		S ⁽³⁾	4,000 D \$ 20.4546 ⁽⁴⁾	20,000 ⁽²⁾	D	
Common Stock	09/18/2014		G	602 ⁽¹⁾ A \$ 0	83,530	I ⁽⁵⁾	See Footnote

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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)

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)	\$ 1.43	11/03/2014		M ⁽³⁾	4,000	⁽⁶⁾ 01/11/2017	Common Stock	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lewicki John A. C/O ONCOMED PHARMACEUTICALS, INC. 800 CHESAPEAKE DRIVE REDWOOD CITY, CA 94063			EVP & Chief Scientific Officer	

Signatures

/s/ Alicia J. Hager, Attorney-in-Fact for John A. Lewicki
 11/05/2014

**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 shares reported were transferred to the Reporting Person's trust as a gift for no consideration.
- (2) Includes 20,000 restricted stock units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit.
- (3) Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on May 13, 2014.

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- This transaction was executed in multiple trades in prices ranging from \$20.15 to \$20.98, inclusive. The price reported in Column 4 above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- (4)
 - (5) The shares are held by John Allan Lewicki and Jenniffer Joan Lewicki, Trustees of the Lewicki Family Trust dated December 6, 2000.
 - (6) The option is fully vested and exercisable, subject to an annual limitation of 175,438 shares that can be issued to a single grantee upon the exercise of awards under the Issuer's 2004 Stock Incentive Plan.

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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