OncoMed Pharmaceuticals Inc

Form 4

January 09, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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obligations

Check this box

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HASTINGS PAUL J

2. Issuer Name and Ticker or Trading Symbol

OncoMed Pharmaceuticals Inc

Issuer

(Check all applicable)

5. Relationship of Reporting Person(s) to

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

_X__ Director

10% Owner Other (specify

(Month/Day/Year)

01/05/2017

[OMED]

X_ Officer (give title below)

Chairman & CEO

C/O ONCOMED PHARMACEUTICALS, INC., 800

(Street)

CHESAPEAKE DRIVE

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

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. Transactic Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4)	ed of (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	01/05/2017		M(1)	21,369	A	\$ 1.43	58,692 (2)	D			
Common Stock	01/05/2017		S <u>(1)</u>	21,369	D	\$ 8.1708 (3)	37,323 (2)	D			
Common Stock	01/06/2017		M(1)	21,369	A	\$ 1.43	58,692 (2)	D			
Common Stock	01/06/2017		S(1)	21,369	D	\$ 8.515 (4)	37,323 (2)	D			

See Common 324,840 I Footnote Stock

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. Transactio Code (Instr. 8)	5. Number of onDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.43	01/05/2017		M(1)	21,369	<u>(6)</u>	01/11/2017	Common stock	21,369
Stock Option (Right to Buy)	\$ 1.43	01/06/2017		M <u>(1)</u>	21,369	<u>(6)</u>	01/11/2017	Common Stock	21,369

Reporting Owners

Relationships Reporting Owner Name / Address Director 10% Owner Officer Other

X

HASTINGS PAUL J C/O ONCOMED PHARMACEUTICALS, INC. 800 CHESAPEAKE DRIVE REDWOOD CITY, CA 94063

Chairman & CEO

Signatures

/s/ Alicia J. Hager, Attorney-in-Fact for Paul 01/09/2017 Hastings

> **Signature of Reporting Person Date

Reporting Owners 2

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) Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on March 30, 2016.
- (2) Includes 30,875 restricted stock units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit.
- This transaction was executed in multiple trades in prices ranging from \$8.06 to \$8.30, inclusive. The price reported in Column 4 above reflects the weighted average sale 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.
- This transaction was executed in multiple trades in prices ranging from \$8.22 to \$8.72, inclusive. The price reported in Column 4 above reflects the weighted average sale 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.
- (5) The shares are held by Paul J. Hastings & Steve N. De Jong, Trustors and/or TTEES, The Hastings-De Jong Lv Tr DTD May 1, 2012.
- 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.