

SIMPSON TODD E
Form 4
August 27, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SIMPSON TODD E

2. Issuer Name and Ticker or Trading Symbol
SEATTLE GENETICS INC /WA [SGEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
21823 30TH DRIVE SE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2012

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

BOTHELL, WA 98021

(City) (State) (Zip)

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/24/2012 | | M | V | 14,000 | A | \$ 10.29 84,762 D |
| Common Stock | 08/24/2012 | | S ⁽¹⁾ | | 14,000 | D | \$ 26.97 70,762 ⁽²⁾ D |
| Common Stock | 08/27/2012 | | M | | 17,874 | A | \$ 10.29 88,636 D |
| Common Stock | 08/27/2012 | | S ⁽¹⁾ | | 17,874 | D | \$ 26.97 70,762 ⁽²⁾ D |
| Common Stock | 08/27/2012 | | M | | 13,126 | A | \$ 11.09 83,888 D |

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Common Stock 08/27/2012 S⁽¹⁾ 13,126 D \$ 26.97 70,762 ⁽²⁾ D

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

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SEC 1474
(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Non-Qualified Stock Option (right to buy) | \$ 10.29 | 08/24/2012 | | M | 14,000 | ⁽³⁾ 08/28/2017 | Common Stock | 14,000 |
| Non-Qualified Stock Option (right to buy) | \$ 10.29 | 08/27/2012 | | M | 17,874 | ⁽³⁾ 08/28/2017 | Common Stock | 17,874 |
| Non-Qualified Stock Option (right to buy) | \$ 11.09 | 08/27/2012 | | M | 13,126 | ⁽⁴⁾ 08/27/2018 | Common Stock | 13,126 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SIMPSON TODD E 21823 30TH DRIVE SE BOTHELL, WA 98021 | | | Chief Financial Officer | |

Signatures

Todd E. Simpson 08/27/2012

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Mr. Simpson on June 15, 2012.
- (2) Amount of securities beneficially owned following reported transactions includes 41,220 Restricted Stock Units subject to vesting.
- (3) Shares shall vest at a rate of 25% on 8/28/08 and monthly thereafter until all the shares are fully vested on 8/28/11.
- (4) Shares shall vest at a rate of 25% on 8/27/09 and monthly thereafter until all the shares are fully vested on 8/27/12.

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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