

Nicholson John
 Form 4
 February 08, 2013

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 *
 Nicholson John

2. Issuer Name and Ticker or Trading Symbol
 NEKTAR THERAPEUTICS
 [NKTR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP & Chief Financial Officer

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/06/2013

C/O NEKTAR
 THERAPEUTICS, 455 MISSION
 BAY BOULEVARD SOUTH

(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

SAN FRANCISCO, CA 94158

(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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

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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.			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 8.8	02/06/2013		A		92,500		(1)	02/05/2021	Common Stock	92,500
Stock Option	\$ 8.8	02/06/2013		A		92,500		(2)	02/05/2021	Common Stock	92,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nicholson John
 C/O NEKTAR THERAPEUTICS
 455 MISSION BAY BOULEVARD SOUTH
 SAN FRANCISCO, CA 94158

SVP & Chief Financial Officer

Signatures

Gil M. Labrucherie,
 Attorney-in-Fact

02/08/2013

 **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) This option was granted on February 6, 2013 and vests in monthly installments over the four-year period following the grant date.

This stock option is subject to both time-based vesting and performance-based vesting conditions, both of which must be met before the shares subject to the option become vested and exercisable. The time-based vesting is on a monthly pro-rata basis over a period of four (4) years from the grant date (February 6, 2013). The performance-based vesting condition will be met only if Nektar (or a licensee) files

(2) a new drug registration with the FDA or the European Medicines Agency for a significant drug candidate program including, without limitation, the following: (1) naloxegol (an oral peripherally-acting opioid antagonist); (2) etirinotecan pegol (a topoisomerase I inhibitor); (3) NKTR-061/Amikacin Inhale (a drug-device combination for an inhaled solution of amikacin); or (4) BAX-855 (a longer-acting (PEGylated) form of a full-length recombinant factor VIII (rFVIII) protein).

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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