

ARROWHEAD RESEARCH CORP

Form 4/A

January 31, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KNOTT DAVID M

(Last) (First) (Middle)

485 UNDERHILL BLVD, STE 205

(Street)

SYOSSET, NY 11791-3419

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**ARROWHEAD RESEARCH CORP
[ARWR]**

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

08/16/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

08/18/2006

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/16/2006		P		19,000	A	\$ 4.88	752,800	I	By Shoshone Partners, L.P. ⁽¹⁾ ⁽³⁾
Common Stock	08/16/2006		P		4,300	A	\$ 4.88	4,300	I	By Mulsanne Partners, L.P. ⁽¹⁾ ⁽³⁾
Common Stock	08/16/2006		P		74,450	A	\$ 4.88	1,813,631	I	By Knott Partners Offshore Master

Common Stock	08/16/2006	P	4,500	A	\$ 4.88	44,800	I	Fund, L.P. (1) (3) (4) By Managed Account (2) (3)
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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
KNOTT DAVID M 485 UNDERHILL BLVD STE 205 SYOSSET, NY 11791-3419	X

Signatures

/s/ David M. Knott	01/23/2007
**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 Reporting Person is the managing member of Knott Partners, Management, LLC, which is the sole general partner of Shoshone Partners, Knott Partners Offshore Master Fund, L.P. and Mulsanne Partners, L.P.
- (2) The entry represents securities of the issuer held by a managed account for which Dorset Management Corporation provides investment management services (the "Managed Account").

As a result of the Reporting Person's interests in Knott Partners Management, LLC and in Dorset Management Corporation, the Reporting Person has investment discretion and control of the securities represented in this entry. The Reporting Person may be deemed to beneficially own an indirect pecuniary interest in the securities represented in this entry as a result of its performance-related fee. Except

- (3) with respect to Shoshone Partners, L.P., in which the Reporting Person owns a beneficial interest, the Reporting Person disclaims beneficial ownership therein except to the extent ultimately realized. Each of Shoshone Partners, L.P., Mulsanne Partners, L.P., Knott Partners Offshore Master Fund, L.P., and the Managed Account disclaims beneficial ownership of securities reported as owned by any other party.

This amendment filing is being made to reflect the transfer by Matterhorn Offshore Fund Limited to Knott Partners Offshore Master Fund, L.P. of record ownership of the securities reported in this entry. This amendment does not reflect any change of any pecuniary interest in these securities.

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.