

NEKTAR THERAPEUTICS  
Form 4  
July 18, 2016

**FORM 4**

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

OMB APPROVAL

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**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 \*  
ROBIN HOWARD W

(Last) (First) (Middle)

C/O NEKTAR  
THERAPEUTICS, 455 MISSION  
BAY BOULEVARD SOUTH

(Street)

SAN FRANCISCO, CA 94158

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
07/14/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

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 Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock <sup>(1)</sup>	07/14/2016 <sup>(2)</sup>		A		67,500	A	\$ 0
Common Stock					410	I	By Spouse

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

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SEC 1474  
(9-02)

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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option <u>(3)</u>	\$ 16.31	07/14/2016 <sup>(4)</sup>		A	225,000	<u>(5)</u> 12/08/2022	Common Stock 225,000
Stock Option <u>(6)</u>	\$ 15.55	07/14/2016 <sup>(7)</sup>		A	56,250	<u>(5)</u> 12/14/2023	Common Stock 56,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBIN HOWARD W C/O NEKTAR THERAPEUTICS 455 MISSION BAY BOULEVARD SOUTH SAN FRANCISCO, CA 94158	X		President & CEO	

## Signatures

Gil M.  
Labrucherie 07/18/2016

         \*\*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) Represents restricted stock units ("RSU"), convertible on a one-for-one basis into shares of Common Stock of the Company. These RSUs, at the time of their grant on December 15, 2015, were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a quarterly pro-rata basis over a period of three (3) years from the date of grant.
- (2) These restricted stock units ("RSU") were granted on December 15, 2015 and the performance-based vesting requirement for these RSUs was satisfied on July 14, 2016 due to the successful acceptance of the Marketing Authorization Application by the European Medicines Agency for ONZEALD (NKTR-102).
- (3) These options, at the time of their grant were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a monthly pro-rata basis over a period of four years from the grant date (December 9, 2014).

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- (4) These stock options were granted on December 9, 2014. The performance-based vesting requirement for these stock options was satisfied on July 14, 2016 due to the acceptance of the Marketing Authorization Application by the European Medicines Agency for ONZEALD (NKTR-102).
- (5) This stock option vests on a monthly pro-rata basis over a period of four years from the grant date.
- (6) These options, at the time of their grant were subject to both performance-based and time-based vesting requirements. On July 14, 2016, the performance-based condition vesting was satisfied. The time-based vesting is on a monthly pro-rata basis over a period of four years from the grant date (December 15, 2015).
- (7) These stock options were granted on December 15, 2015. The performance-based vesting requirement for these stock options was satisfied on July 14, 2016 due to the acceptance of the Marketing Authorization Application by the European Medicines Agency for ONZEALD (NKTR-102).

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.