

BARNES SUSAN K
 Form 4
 February 20, 2019

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 *
 BARNES SUSAN K

2. Issuer Name and Ticker or Trading Symbol
 PACIFIC BIOSCIENCES OF CALIFORNIA, INC. [PACB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP, CFO and PAO

(Last) (First) (Middle)
 PACIFIC BIOSCIENCES OF CALIFORNIA, INC., 1305 O'BRIEN DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2019

(Street)
 MENLO PARK, CA 94025

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

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	02/15/2019		A	(1)	\$ 0	D	
Common Stock	02/15/2019		A	(2)	\$ 0	D	
Common Stock	02/19/2019		S	(3)	\$ 7.162	D	

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 (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

BARNES SUSAN K
PACIFIC BIOSCIENCES OF CALIFORNIA, INC.
1305 O'BRIEN DRIVE
MENLO PARK, CA 94025

Relationships

Director 10% Owner Officer Other

EVP, CFO and PAO

Signatures

/s/ Stephen Moore, Attorney-in-fact for Susan K.
Barnes

02/20/2019

__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) Each share is represented by a Restricted Stock Unit ("RSU"). The RSUs will vest on the earlier of (i) the first anniversary of the Grant Date, or (ii) the completion of the proposed acquisition of the Issuer by Illumina, Inc., provided that the Reporting Person continues to serve through the vesting date.

(2) Represents the number of shares earned upon satisfaction of performance goals in connection with performance-based restricted stock units.

(3) Represents the number of shares automatically sold to cover tax withholding obligations in connection with the vesting of restricted stock units and performance awards.

(4)

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This sale price represents the weighted average sale price of the shares sold ranging from \$7.16 to \$7.18 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

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.