

Edgar Filing: TRIANGLE PHARMACEUTICALS INC - Form 4/A

TRIANGLE PHARMACEUTICALS INC
 Form 4/A
 June 11, 2001

 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

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
 Section 30(f) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person*			2. Issuer Name AND Ticker or Trading Symbol	6. R
Fleming	Standish	M	Triangle Pharmeceuticals (VIRS)	X
(Last)	(First)	(Middle)		---
c/o Forward Ventures 9255 Towne Centre Drive, Suite 300			3. IRS or Social Security Number of Reporting Person (Voluntary)	4. Statement for Month/Year March 2001
(Street)				7.
San Diego	CA	92121		5. If Amendment, Date of Original (Month/Year) 4-10-2001
(City)	(State)	(Zip)	TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED	

1. Title of Security (Instr. 3)	2. Trans- action Date (Month/ Day/ Year)	3. Trans- action Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securiti Benefici Owned at End of Month (Instr. and 4)
		Code	V	Amount
				(A) or (D) Price
Common Stock				106,0
Common Stock				817
Common Stock				1,545(+)
Common Stock				4,122(+)
Common Stock				520,000(+)
Common Stock				233,663(+)

Edgar Filing: TRIANGLE PHARMACEUTICALS INC - Form 4/A

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly by the reporting person.
 * If the form is filed by more than one reporting person, SEE Instruction 4(b)(v).

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 CONTROL NUMBER.

FORM 4 (CONTINUED)

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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)
---	--	---	-----------------------------------	--

			Code	V	(A)	(D)
Series B Convertible Preferred Stock	1-for-10 (++)	3/9/2001	P		120,704	
Series B Convertible Preferred Stock	1-for-10 (++)	3/9/2001	P		12,629	

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 at End of	10. Ownership Form of Derivative Security: Direct (D) or Indi-	11. Nature of Indirect Beneficial Ownership (Instr. 4)
Amount or				

Edgar Filing: TRIANGLE PHARMACEUTICALS INC - Form 4/A

Title	Number of Shares		Month (Instr. 4)	rect (I) (Instr. 4)	
Common Stock	1,207,040	\$60	120,704 (+) (6)	I	By general partnership
Common Stock	126,290	\$60	12,629 (+) (7)	I	By general partnership

Explanation of Responses:

(+) Mr. Fleming disclaims beneficial ownership of these shares other than to the extent of his individual partnership and member pecuniary interests.

(++) Each share of Series B Convertible Preferred Stock will automatically convert into ten shares of Common Stock upon the earlier of stockholder approval of the terms of the sale of such shares and March 9, 2002.

(1) Represents shares held by the Fleming Family Trust, of which Mr. Fleming is a co-trustee.

(2) Represents shares held by the Fleming Family Children's Trust, of which Mr. Fleming is a co-trustee.

(3) Represents all shares held by Forward II Associates, L.P. (to the extent of its own partnership interest in Forward Ventures II, L.P.).

(4) Represents all shares held by Forward Ventures II, L.P.

(5) Represents all shares held by Forward Ventures III, L.P., of which Forward III Associates, L.L.C. is the general partner, of which Mr. Fleming is a managing member.

(6) Represents all shares held by Forward Ventures IV, L.P., of which Forward IV Associates, L.L.C. is the general partner, of which Mr. Fleming is a manager member.

(7) Represents all shares held by Forward Ventures IV B, L.P., of which Forward IV Associates, L.L.C. is the general partner, of which Mr. Fleming is a managing member.

/s/ STANDISH M.

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. SEE 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

**Signature of R

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.