

LIGAND PHARMACEUTICALS INC  
 Form 4/A  
 December 06, 2006

**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 \*  
 KNOTT DAVID M

2. Issuer Name and Ticker or Trading Symbol  
 LIGAND PHARMACEUTICALS INC [LGND]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 485 UNDERHILL BLVD, STE 205  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/29/2006

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

SYOSSET, NY 11791-3419

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/01/2006

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) Code V Amount (D) Price                                |                                                                                               |                                                          |                                            |
| Common Stock                    | 11/29/2006                           |                                                    | C                              | 148,383 A \$ 6.1732                                               | 2,419,383                                                                                     | I                                                        | By Knott Partners, L.P. (1) (4)            |
| Common Stock                    | 11/29/2006                           |                                                    | C                              | 70,141 A \$ 6.1732                                                | 1,326,841                                                                                     | I                                                        | By Shoshone Partners, L.P. (1) (4)         |
| Common Stock                    |                                      |                                                    |                                |                                                                   | 18,400                                                                                        | I                                                        | By Mulsanne Partners, L.P. (1) (4)         |

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|              |            |   |         |   |           |           |   |                                                               |
|--------------|------------|---|---------|---|-----------|-----------|---|---------------------------------------------------------------|
| Common Stock | 11/29/2006 | C | 140,931 | A | \$ 6.1732 | 3,929,331 | I | By Matterhorn Offshore Fund Limited <sup>(2)</sup> <u>(4)</u> |
| Common Stock | 11/29/2006 | C | 259,184 | A | \$ 6.1732 | 291,584   | I | By Ostra Capital Partners, L.P. <sup>(2)</sup> <u>(4)</u>     |
| Common Stock |            |   |         |   |           | 153,830   | I | By Richard Murawczyk <sup>(2)</sup> <u>(4)</u>                |
| Common Stock | 11/29/2006 | C | 29,318  | A | \$ 6.1732 | 478,018   | I | By Managed Accounts <sup>(3)</sup> <u>(4)</u>                 |

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)

| 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 Security (Instr. 3 and 4) |       |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|-------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                             | Title |
| 6% Convertible Subordinated Notes due 2007 | \$ 6.1732                                              | 11/29/2006                           |                                                    | C                              | 916,000                                                                                 | 11/26/2002 11/16/2007                                    | Common Stock                                                |       |
| 6% Convertible Subordinated Notes due 2007 | \$ 6.1732                                              | 11/29/2006                           |                                                    | C                              | 433,000                                                                                 | 11/26/2002 11/16/2007                                    | Common Stock                                                |       |
| 6% Convertible                             | \$ 6.1732                                              | 11/29/2006                           |                                                    | C                              | 870,000                                                                                 | 11/26/2002 11/16/2007                                    | Common Stock                                                |       |

Subordinated  
Notes due  
2007

6%  
Convertible  
Subordinated \$ 6.1732 11/29/2006 C 1,600,000 11/26/2002 11/16/2007 Common  
Notes due 2007 Stock

6%  
Convertible  
Subordinated \$ 6.1732 11/29/2006 C 181,000 11/26/2002 11/16/2007 Common  
Notes due 2007 Stock

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |         |       |
|--------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                          | Director      | 10% Owner | Officer | Other |
| KNOTT DAVID M<br>485 UNDERHILL BLVD<br>STE 205<br>SYOSSET, NY 11791-3419 |               |           | X       |       |

## Signatures

/s/ David M.  
Knott 12/05/2006

\*\*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 (i) the sole general partner of Shoshone Partners, L.P. and Mulsanne Partners, L.P. and (ii) the managing general partner of Knott Partners, L.P. The Reporting Person is also a general partner of Knott Partners, L.P.
  - (2) The Reporting Person is the sole shareholder, director and president of Dorset Management Corporation, which (i) provides investment management services to Matterhorn Offshore Fund Limited and (ii) is the employer of Richard Murawczyk, the managing member of the general partner of Ostra Capital partners, L.P. and Ostra Capital Partners VII, L.P., with which Dorset Management Corporation has a trading relationship.
  - (3) The entry represents securities of the issuer held by managed accounts for which Dorset Management Corporation provides investment management services (the "Managed Accounts").
  - (4) 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 with respect to Knott Partners, L.P. and 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 the Knott Partners, L.P., Shoshone Partners, L.P., Mulsanne Partners, L.P., Matterhorn Offshore Fund limited, Ostra Capital Partners, L.P., Ostra Capital Partners VII, L.P. and the Managed Accounts disclaims beneficial ownership of securities reported as owned by any other party.

**Remarks:**

The Reporting Person ceased to be a 10% owner of the issuer on November 29, 2006 upon the public announcement by the issuer.

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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