

GRETHLEIN ANDREW J  
Form 4  
October 20, 2008

**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 \*  
GRETHLEIN ANDREW J

(Last) (First) (Middle)  
2000 SIERRA POINT PARKWAY,  
SUITE 400  
(Street)

BRISBANE, CA 94005

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
TERCICA INC [TRCA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/16/2008

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)  
SVP, Pharmaceutical Operations

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	(A) or (D)	Price
Common Stock	10/16/2008		D		8,664	D	\$ 9 (1)
Common Stock	10/16/2008		D		13,500 (2)	D	\$ 9

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

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(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)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				Code	V (A) (D)				
Employee Stock Option (right to buy)	\$ 8.6	10/16/2008		D	87,500	<u>(3)</u>	05/16/2013	Common stock	87,500
Employee Stock Option (right to buy)	\$ 7.4	10/16/2008		D	12,500	<u>(3)</u>	08/12/2013	Common stock	12,500
Employee Stock Option (right to buy)	\$ 0.71	10/16/2008		D	50,000	<u>(3)</u>	03/17/2015	Common stock	50,000
Employee Stock Option (right to buy)	\$ 0.43	10/16/2008		D	50,000	<u>(3)</u>	08/16/2015	Common stock	50,000
Employee Stock Option (right to buy)	\$ 1.63	10/16/2008		D	66,666	<u>(3)</u>	03/10/2016	Common stock	66,666
Employee Stock Option (right to buy)	\$ 3.22	10/16/2008		D	85,000	<u>(3)</u>	02/14/2017	Common stock	85,000
Employee Stock Option (right to	\$ 2.87	10/16/2008		D	55,500	<u>(3)</u>	03/25/2018	Common stock	55,500

