

LIGAND PHARMACEUTICALS INC
 Form 4
 July 14, 2015

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 *
 Berkman Charles S

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

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 VP, Gen. Counsel & Secretary

(Last) (First) (Middle)
 11119 NORTH TORREY PINES ROAD, SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 07/10/2015

LA JOLLA, CA 92037

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price (A) or (D) | | |
| Common Stock | 07/10/2015 | | M | | 5,625 (1) | A | \$ 10.05 32,079 D |
| Common Stock | 07/10/2015 | | M | | 8,442 (1) | A | \$ 14.47 40,521 D |
| Common Stock | 07/10/2015 | | S | | 2,404 (1) | D | \$ 98.15 38,117 D (2) |
| Common Stock | 07/10/2015 | | S | | 8,838 (1) | D | \$ 99.18 29,279 D (3) |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|------------------------|--------|---|
| Common Stock | 07/10/2015 | S | 2,825 <u>(1)</u> | D | \$ 99.86 <u>(4)</u> | 26,454 | D |
| Common Stock | 07/13/2015 | M | 1,000 | A | \$ 53.1 | 27,454 | D |

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

Persons who 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.

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 (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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Employee Stock Option (right to buy) | \$ 10.05 | 07/10/2015 | 07/10/2015 | M | 5,625 <u>(1)</u> | <u>(5)</u> 02/17/2021 | Common Stock | 5,625 |
| Employee Stock Option (right to buy) | \$ 53.1 | 07/13/2015 | 07/13/2015 | M | 1,000 | <u>(6)</u> 12/08/2015 | Common Stock | 1,000 |
| Incentive Stock Option (right to buy) | \$ 14.47 | 07/10/2015 | 07/10/2015 | M | 8,442 <u>(1)</u> | <u>(7)</u> 02/09/2022 | Common Stock | 8,442 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

Berkman Charles S
11119 NORTH TORREY PINES ROAD, SUITE 200
LA JOLLA, CA 92037

VP, Gen. Counsel & Secretary

Signatures

Charles S.
Berkman

07/14/2015

**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 sale(s) reported on this Form 4 were made pursuant to a written trading plan adopted by the Reporting Person on June 09, 2015, in accordance with Rule 10b5-1.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$97.60 to \$98.53, inclusive. The reporting person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$98.66 to \$99.585, inclusive. The reporting person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$99.71 to \$100.20, inclusive. The reporting person undertakes to provide, upon request to the Securities Exchange Commission staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
 - (4) Grant to reporting person of options, exercisable over a 4-year period measured from the date of grant, 12-1/2% after six months, then 1/48th of the Option Shares per month thereafter. The date of grant is 02/17/11.
 - (5) Grant to reporting person of options, exercisable over a 4-year period measured from the date of grant, 12-1/2% after six months, then 1/48th of the Option Shares per month thereafter. The date of grant is 12/8/05.
 - (6) Grant to reporting person of options, exercisable over a 4-year period measured from the date of grant, 12-1/2% after six months, then 1/48th of the Option Shares per month thereafter. The date of grant is 02/09/12.
 - (7)

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.