

HALOZYME THERAPEUTICS INC

Form 4

July 14, 2008

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 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK RANDAL J

2. Issuer Name **and** Ticker or Trading
Symbol
**HALOZYME THERAPEUTICS
INC [HALO]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1881 GROVE AVENUE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/10/2008

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

RADFORD, VA 24141

(City) (State) (Zip)

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

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 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 Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | | | | | 370,000 | D | |
| Common Stock | | | | | 2,189,050 | I | by 2000LP (1) |
| Common Stock | | | | | 3,000,000 | I | by Radford (1) |
| Common Stock | | | | | 135,000 | I | by Staff 2001 (1) |
| Common Stock | | | | | 1,326,320 | I | by NRM IV (1) |

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| | | | | | | | | | |
|--------------|------------|--|---|---------|---|-----------|-----------|-------------------------|-----------------------------|
| Common Stock | | | | | | 522,460 | I | by RJK ⁽¹⁾ | |
| Common Stock | | | | | | 6,328,853 | I | by NRM V ⁽¹⁾ | |
| Common Stock | 07/10/2008 | | X | 136,300 | A | \$ 1.75 | 1,436,186 | I | by Kirkfield ⁽¹⁾ |

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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Warrant (right to buy) | \$ 1.75 | 07/10/2008 | | X | 136,300 | ⁽²⁾ 01/28/2009 | Common Stock 136,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KIRK RANDAL J 1881 GROVE AVENUE RADFORD, VA 24141 | X | X | | |

Signatures

/s/ Randal J. Kirk
07/14/2008

^{**}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).

- Randal J. Kirk controls each of Randal J. Kirk (2000) Limited Partnership ("2000LP"), RJK, L.L.C. ("RJK"), Radford Investments Limited Partnership ("Radford"), Third Security Staff 2001 LLC ("Staff 2001"), New River Management IV, LP ("NRM IV"), New River Management V, LP ("NRM V") and Kirkfield, L.L.C. ("Kirkfield"). Shares held by these entities may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk.
- (1)
- (2) These warrants are immediately exercisable.

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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