

CIPHERGEN BIOSYSTEMS INC
 Form 4
 February 14, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 YOUNG JOHN A

2. Issuer Name and Ticker or Trading Symbol
 CIPHERGEN BIOSYSTEMS INC
 [CIPH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

6611 DUMBARTON CIRCLE

01/21/2006

(Street)

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

FREMONT, CA 94555

(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				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	(D)				
Common Stock	01/21/2005		G	V	12,000	D	\$ 0	12,000	I	See (1) (2)
Common Stock	01/21/2005		G	V	12,000	A	\$ 0	12,000	I	See (3)
Common Stock	01/21/2005		G	V	57,720	D	\$ 0	0	I	See (1) (4)
Common Stock	01/21/2005		G	V	57,720	A	\$ 0	69,720	I	See (3)
Common Stock	01/21/2005		G	V	12,000	D	\$ 0	0	I	See (5) (6)

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Common Stock	01/21/2005	G	V	12,000	A	\$ 0	12,000	I	See <u>(7)</u>
Common Stock	01/21/2005	G	V	57,720	D	\$ 0	0	I	See <u>(5)</u> <u>(8)</u>
Common Stock	01/21/2005	G	V	57,720	A	\$ 0	69,720	I	See <u>(7)</u>

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.

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
YOUNG JOHN A 6611 DUMBARTON CIRCLE FREMONT, CA 94555		X		

Signatures

/s/ Matthew J. Hogan, by power of attorney

02/13/2006

__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) Shares previously reported as held by Rosemary M. Young Annuity Trust IV ("RMY Trust IV")
- (2) Shares held by John A. Young & Rosemary A. Young, TTEES U/A DTD 9/9/86 Young Family Trust ("Young Family Trust") and gifted to John A. Young, Trustee of Rosemary M. Young Annuity Trust V dated January 21, 2005 ("RMY Trust V")
- (3) Shares held by RMY Trust V
- (4) Shares held by RMY Trust IV and gifted to RMY Trust V
- (5) Shares previously reported as held by John A. Young Annuity Trust IV ("JAY Trust IV")
- (6) Shares held by Young Family Trust and gifted to John A. Young, Trustee of the John A. Young Annuity Trust V dated January 21, 2005 ("JAY Trust V")
- (7) Shares held by JAY Trust V
- (8) Shares held by JAY Trust IV and gifted to JAY Trust V

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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