

FIVE PRIME THERAPEUTICS INC
 Form 4
 November 13, 2015

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 *
 Hambleton Julie

2. Issuer Name and Ticker or Trading Symbol
 FIVE PRIME THERAPEUTICS INC [FPRX]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 EVP & Chief Medical Officer

(Last) (First) (Middle)
 C/O FIVE PRIME THERAPEUTICS, INC., TWO CORPORATE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/11/2015

SOUTH SAN FRANCISCO, CA 94080

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/11/2015		M		10,000 A \$ 7.26	95,919	D
Common Stock	11/11/2015		S		6,600 D \$ 34.75 (1)	89,319	D
Common Stock	11/11/2015		S		3,400 D \$ 35.23 (2)	85,919	D
	11/11/2015		M		12,000 A	97,919	D

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Common Stock					\$					
					11.14					
Common Stock	11/11/2015		S	12,000	D	\$	34.33	85,919	D	
						(3)				
Common Stock	11/11/2015		S	1,108	D	\$	35.33	84,811	D	
						(4)				
Common Stock								1,700	I	By husband's IRA
Common Stock								64	I	By son's custodial account

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 7.26	11/11/2015		M	10,000	(5) 07/18/2023	Common Stock 10,000
Employee Stock Option (right to buy)	\$ 11.14	11/11/2015		M	12,000	(6) 08/21/2024	Common Stock 12,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hambleton Julie C/O FIVE PRIME THERAPEUTICS, INC. TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080			EVP & Chief Medical Officer	

Signatures

/s/ Francis Sarena, 11/13/2015
 Attorney-in-Fact

**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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.03 to \$35.02, inclusive. The reporting person undertakes to provide to Five Prime Therapeutics, Inc. (the "Issuer"), any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 1, 2, 3, and 4 to this Form 4.
 - (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$35.04 to \$35.57, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$34.00 to \$34.69, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$35.32 to \$35.34, inclusive.
 - (5) The option began vesting on July 19, 2013, at a rate of 1/48th per month.
 - (6) The option began vesting on September 22, 2014, at a rate of 1/48th per month.

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.