Edgar Filing: RIGEL PHARMACEUTICALS INC - Form 4

| | ARMACEUTICA | LS INC | 5 | | | | | | | | |
|--|--|----------------|--|--|------------|--|--|---|---|--|--|
| Form 4 | 7 | | | | | | | | | | |
| June 01, 2007 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue LINITED STATES SECU Wa STATEMENT OF CHAR Filed pursuant to Section Section 17(a) of the Public U | | | | IRITIES AND EXCHANGE COMMISSION ashington, D.C. 20549 NGES IN BENEFICIAL OWNERSHIP OF SECURITIES 16(a) of the Securities Exchange Act of 1934, Utility Holding Company Act of 1935 or Section Investment Company Act of 1940 | | | | | N OMB Number: Expires: Estimated burden hou response | Number:3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5 | |
| 1(b). | | | | | • | • | | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| SHERWIN STEPHEN A S: | | | 2. Issuer Name and Ticker or Trading Symbol RIGEL PHARMACEUTICALS INC [RIGL] | | | | 0 | 5. Relationship of Reporting Person(s) to Issuer C (Check all applicable) | | | |
| | (First) (NESYS, INC.,, 50 BOULEVARD | Middle) O | | of Earliest T Day/Year) 2007 | ransaction | | | X Director Officer (giv below) | | % Owner her (specify | |
| File | | | | I. If Amendment, Date Original Filed(Month/Day/Year) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting | | | | |
| SOUTH SA FRANCISO | AN CO, CA 94080 | | | | | | | Person | | -F8 | |
| (City) | (State) | (Zip) | Tab | ole I - Non-l | Derivative | Secur | ities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year) | | ed Date, if | TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | | 7. Nature of Indirect | | | |

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.

 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) | | | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactio Code (Instr. 8) | 5. Number of orDerivative 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 D S (1 |
|---|---------|------------|---|--|--|--|--------------------|---|-------------------------------------|-------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (Right to Buy) | \$ 9.74 | 06/01/2007 | | А | 10,000 | <u>(1)</u> | 06/01/2017 | Common Stock | 10,000 | |

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Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|---|---------------|-----------|---------|-------|--|--|
| FB | Director | 10% Owner | Officer | Other | | |
| SHERWIN STEPHEN A CELL GENESYS, INC., 500 FORBES BOULEVARD SOUTH SAN FRANCISCO, CA 94080 | X | | | | | |
| Signatures | | | | | | |
| /s/ Dolly Vance (Attorney-In-Fact) | 06/01/200 | 7 | | | | |

**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) One thirty-sixth (1/36th) of the shares of Common Stock subject to the Option shall vest each month after the date of grant over a period of three (3) yeaars.

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.