

CTI BIOPHARMA CORP  
 Form 4  
 December 23, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**SEELEY BRUCE J.**

2. Issuer Name and Ticker or Trading Symbol  
**CTI BIOPHARMA CORP [ctic]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**3101 WESTERN AVENUE, SUITE 600**

3. Date of Earliest Transaction (Month/Day/Year)  
**12/23/2015**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**EVP, Chief Commercial Officer**

(Street)  
**SEATTLE, WA 98121**

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5) V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Rights <sup>(1)</sup>	\$ 0	12/23/2015	D		406,483	<u>(1)</u>	Common Stock
Employee Stock Option (Right to Buy)	\$ 1.24	12/23/2015	A	1,100,000		<u>(2)</u> 12/23/2015	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEELEY BRUCE J. 3101 WESTERN AVENUE SUITE 600 SEATTLE, WA 98121			EVP, Chief Commercial Officer	

## Signatures

By: Louis A. Bianco, Attorney-in-fact For: Bruce J. Seeley

12/23/2015

\_\_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).

In a Form 4 filed on July 29, 2015, the reporting person reported the acquisition of the number of performance rights identified in the table above that related to the issuer's achievement of a market capitalization goal. That award no longer represents the right to receive

(1) shares of the issuer's common stock. Instead, if the applicable performance goal is achieved by December 31, 2016, the reporting person will be entitled to the grant of a stock option with respect to the same number of shares that would have been issued to the reporting person upon achievement of the goal under the original terms of the award.

(2) The option is scheduled to vest in eight semi-annual installments over the four-year period following the grant date, subject to the reporting person's continued employment or service with the issuer through the applicable vesting date.

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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