

KNOTT DAVID M  
Form 4  
August 12, 2011

**FORM 4**

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

OMB APPROVAL

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**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 \*  
KNOTT DAVID M

2. Issuer Name and Ticker or Trading Symbol  
LIGAND PHARMACEUTICALS INC [LGND]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
08/10/2011

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

485 UNDERHILL BLVD, STE 205

(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

SYOSSET, NY 11791-3419

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |   |
| Common Stock                    | 08/10/2011                           |  | P                              | 80,600 A \$ 10.8  | 667,780   | I  | By Knott Partners, L.P. (1) (3)                       |
| Common Stock                    | 08/10/2011                           |  | P                              | 24,500 A \$ 10.8  | 201,071   | I  | By Shoshone Partners, L.P. (1) (3)                    |
| Common Stock                    | 08/10/2011                           |  | P                              | 7,400 A \$ 10.8   | 82,433  | I  | By Mulsanne Partners, L.P. (1) (3)                    |

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|              |            |  |   |        |   |          |         |   |  |
|--------------|------------|--|---|--------|---|----------|---------|---|--|
| Common Stock | 08/10/2011 |  | P | 6,900  | A | \$ 10.8  | 41,483  | I | By Managed Account D<br><u>(2)</u> <u>(3)</u>                      |
| Common Stock | 08/10/2011 |  | P | 5,600  | A | \$ 10.8  | 25,700  | I | By Managed Account E<br><u>(2)</u> <u>(3)</u>                      |
| Common Stock | 08/11/2011 |  | P | 12,700 | A | \$ 11.45 | 680,480 | I | By Knott Partners, L.P. <u>(1)</u> <u>(3)</u>                      |
| Common Stock | 08/11/2011 |  | P | 3,900  | A | \$ 11.45 | 204,971 | I | By Shoshone Partners, L.P. <u>(1)</u> <u>(3)</u>                   |
| Common Stock | 08/11/2011 |  | P | 1,500  | A | \$ 11.45 | 83,933  | I | By Mulsanne Partners, L.P. <u>(1)</u> <u>(3)</u>                   |
| Common Stock | 08/11/2011 |  | P | 1,900  | A | \$ 11.45 | 347,734 | I | By Knott Partners Offshore Master Fund, L.P. <u>(1)</u> <u>(3)</u> |
| Common Stock |            |  |   |        |   |          | 1,666   | I | By Managed Account C<br><u>(2)</u> <u>(3)</u>                      |
| Common Stock |            |  |   |        |   |          | 50,705  | D |  |

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 | 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. Nu Deriv Secur Bene Own Follo Repo |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|--|---------------------------------------|
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