

HALOZYME THERAPEUTICS INC

Form 4

May 08, 2009

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 *
KIRK RANDAL J

2. Issuer Name and Ticker or Trading Symbol
HALOZYME THERAPEUTICS INC [HALO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1881 GROVE AVENUE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/07/2009

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

RADFORD, VA 24141

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/07/2009		A	20,000 A \$ 0	3,390,000 ⁽¹⁾ ₍₂₎	D	
Common Stock					2,189,050	I	by 2000LP ⁽³⁾
Common Stock					135,000	I	by Staff 2001 ⁽³⁾
Common Stock					1,326,320	I	by NRM IV ⁽³⁾
Common Stock					522,460	I	by RJK ⁽³⁾

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Common Stock	6,328,853	I	by NRM V (3)
Common Stock	1,436,186	I	by Kirkfield (3)

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

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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 Beneficially Owned Following Reported Transaction (Instr. 3)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRK RANDAL J 1881 GROVE AVENUE RADFORD, VA 24141	X	X		

Signatures

/s/ Randal J. Kirk
Date: 05/08/2009

**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).

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- (1) Shares of restricted stock granted through the 2008 Outside Directors' Stock Plan. Shares will become fully vested on the date immediately preceding the date of the 2010 annual meeting of stockholders.
- (2) In December 2008, Randal J. Kirk personally acquired 100% of the interests of Radford Investments Limited Partnership, including 3,000,000 shares of HALO, which effectively terminated the partnership.
Randal J. Kirk controls each of Randal J. Kirk (2000) Limited Partnership ("2000LP"), Third Security Staff 2001 LLC ("Staff 2001"), New River Management IV, LP ("NRM IV"), RJK, L.L.C. ("RJK"), New River Management V, LP ("NRM V") and Kirkfield, L.L.C. ("Kirkfield").
- (3) Shares held by these entities may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk.

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.