

HALOZYME THERAPEUTICS INC
 Form 4
 March 21, 2007

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 *
 Kelley Kenneth J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/19/2007

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

C/O HALOZYME THERAPEUTICS, INC., 11588 SORRENTO VALLEY RD., SUITE 17

(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

SAN DIEGO, CA 92121

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/19/2007		M ⁽¹⁾		25,000	A	\$ 2.05
Common Stock	03/19/2007		S ⁽¹⁾		300	D	\$ 8.56
Common Stock	03/19/2007		S ⁽¹⁾		287	D	\$ 8.58
Common Stock	03/19/2007		S ⁽¹⁾		500	D	\$ 8.59

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Common Stock	03/19/2007	<u>S⁽¹⁾</u>	1,200	D	\$ 8.6	37,713	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	4,300	D	\$ 8.61	33,413	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	700	D	\$ 8.62	32,713	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	600	D	\$ 8.63	32,113	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	200	D	\$ 8.64	31,913	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	600	D	\$ 8.65	31,313	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	700	D	\$ 8.66	30,613	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	1,750	D	\$ 8.67	28,863	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	700	D	\$ 8.68	28,163	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	800	D	\$ 8.7	27,363	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	1,500	D	\$ 8.71	25,863	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	500	D	\$ 8.72	25,363	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	1,163	D	\$ 8.73	24,200	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	1,500	D	\$ 8.74	22,700	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	1,000	D	\$ 8.75	21,700	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	700	D	\$ 8.76	21,000	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	200	D	\$ 8.78	20,800	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	100	D	\$ 8.79	20,700	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	500	D	\$ 8.8	20,200	D
Common Stock	03/19/2007	<u>S⁽¹⁾</u>	1,000	D	\$ 8.81	19,200	D
	03/19/2007	<u>S⁽¹⁾</u>	1,711	D		17,489	D

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Common Stock						\$ 8.82		
Common Stock	03/19/2007		S ⁽¹⁾	289	D	\$ 8.83	17,200	D
Common Stock	03/19/2007		S ⁽¹⁾	1,100	D	\$ 8.84	16,100	D
Common Stock	03/19/2007		S ⁽¹⁾	1,100	D	\$ 8.85	15,000	D

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 2.05	03/19/2007		M ⁽¹⁾	25,000	10/13/2004	10/13/2014	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kelley Kenneth J
C/O HALOZYME THERAPEUTICS, INC.
11588 SORRENTO VALLEY RD., SUITE 17
SAN DIEGO, CA 92121

X

Signatures

/s/ Kenneth J. Kelley 03/21/2007

__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) Shares purchased and sold, as applicable, pursuant to 10b5-1 Plan.

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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