NEKTAR THERAPEUTICS

Form 4

February 23, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Lingnau Lutz

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

NEKTAR THERAPEUTICS

(Month/Day/Year)

02/21/2017

(Check all applicable)

[NKTR]

3. Date of Earliest Transaction

X_ Director Officer (give title below)

10% Owner Other (specify

C/O NEKTAR

(Last)

(City)

Security

(Instr. 3)

Common

Stock (1)

THERAPEUTICS, 455 MISSION **BAY BOULEVARD SOUTH**

(Street)

(State)

02/21/2017

(First)

(Middle)

(Zip)

(Month/Day/Year)

4. If Amendment, Date Original Filed(Month/Day/Year)

Code V

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

SAN FRANCISCO, CA 94158

1.Title of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

Reported

7. Nature of Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

Indirect Beneficial Ownership (Instr. 4)

(A) or

(D)

Transaction(s) (Instr. 3 and 4) Price

\$ 5.14 60,450 D M 30,000 A

Common 02/21/2017 Stock (1)

S 30.000 D \$ 30,450 13.08 (2)

D

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

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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) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transactic Code (Instr. 8) | 5. Number of tiorDerivative 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 |
| Stock Option | \$ 5.14 | 02/21/2017 | | M | | 30,000 | 09/30/2012 | 09/12/2019 | Common Stock | 30,000 |

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Officer Other

Lingnau Lutz
C/O NEKTAR THERAPEUTICS
455 MISSION BAY BOULEVARD SOUTH
SAN FRANCISCO, CA 94158

Signatures

Mark A. Wilson, Attorney-In-Fact

**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).

X

(1) This transaction was made pursuant to a Rule 10b5-1 trading plan.

This transaction was executed in multiple trades at prices ranging from \$12.99 to \$13.18. The price reported above reflects the weighted (2) average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

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.

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