#### RIGEL PHARMACEUTICALS INC

Form 4

September 11, 2012

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

**OMB APPROVAL** 

**OMB** 3235-0287 Number:

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Estimated average response...

Check this box if no longer subject to Section 16. Form 4 or

**SECURITIES** Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue. See Instruction

30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Maynard Ryan D

RIGEL PHARMACEUTICALS INC [RIGL]

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

09/07/2012

Director X\_ Officer (give title

10% Owner Other (specify

RIGEL PHARMACEUTICALS, INC., 1180 VETERANS BLVD.

**EVP & CFO** 

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street)

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

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**SOUTH SAN** FRANCISCO, CA 94080

(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. Transactic Code (Instr. 8)	4. Securities A order Disposed of (Instr. 3, 4 and (A) or Amount (D)	(D) 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)		
Common Stock	09/07/2012		M	34,112 A	\$ 6.49	34,112	D			
Common Stock	09/07/2012		S	34,112 D	\$ 10.5523 (2)	0	D			
Common Stock	09/10/2012		M	17,586 A	\$ 6.49	17,586	D			
Common Stock	09/10/2012		S	17,586 D	\$ 10.5156 (3)	0	D			

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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 (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)	TransactiorDerivative Code Securities		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 (Right to Buy)	\$ 6.49	09/07/2012		M	34,112	<u>(1)</u>	03/30/2019	Common Stock	34,112	
Stock Option (Right to Buy)	\$ 6.49	09/10/2012		M	17,586	<u>(1)</u>	03/30/2019	Common Stock	17,586	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Maynard Ryan D

RIGEL PHARMACEUTICALS, INC. 1180 VETERANS BLVD. SOUTH SAN FRANCISCO, CA 94080

**EVP & CFO** 

**Signatures** 

/s/ Dolly Vance (Attorney-in-Fact) 09/11/2012

\*\*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) The shares vest month over one(1) year from 3/30/09.

Reporting Owners 2

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- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.50 to \$10.76, inclusive. Upon request, the Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or Securities and Exchange Commission, full information regarding the shares sold at each separate price within the range set forth in footnote (2) of this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.50 to \$10.57, inclusive. Upon request, the Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or Securities and Exchange Commission, full information regarding the shares sold at each separate price within the range set forth in footnote (3) of this Form 4.

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.