RIGEL PHARMACEUTICALS INC

Form 4 July 25, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

DELEAGE JEAN

RIGEL PHARMACEUTICALS INC

(Check all applicable)

[RIGL]

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

X_ Director Officer (give title

10% Owner Other (specify

ONE EMBARCADERO

(Middle)

(Zip)

07/25/2005

6. Individual or Joint/Group Filing(Check

CENTER, SUITE 4050

(City)

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN FRANCISCO, CA 94111

(State)

| (City) | (State) | Table 1 - 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) | | sed of 4 and (A) or | | 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 | 07/25/2005 | <u>(1)</u> | S | 6,173 | D | \$ 20.3672 | 481,317 | I | See footnote (2) (3) | |
| Common Stock | 07/25/2005 | <u>(1)</u> | S | 227 | D | \$ 20.3672 | 17,707 | I | See footnote (2) (4) | |

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | e and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|-----------------------------------|------------|--------------------------|---------------|-------------|---------|------------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | r) Execution Date, if Transaction | | orNumber Expiration Date | | Amou | nt of | Derivative | Deriv | |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivativ | e | | Securi | ities | (Instr. 5) | Bene |
| | Derivative | | | | Securities | 3 | | (Instr. | 3 and 4) | | Own |
| | Security | | | | Acquired | | | | | | Follo |
| | • | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | Amount | | |
| | | | | | | Date | Expiration | m: .1 | or | | |
| | | | | | | Exercisable | Date | Title | Number | | |
| | | | | ~ | | | | | of | | |
| | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Othe

DELEAGE JEAN
ONE EMBARCADERO CENTER
SUITE 4050
SAN FRANCISCO, CA 94111

X

Signatures

Jean Deleage 07/25/2005

**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) Not applicable
 - Jean Deleage, Director, is a managing director of Alta BioPharma Management II, LLC (which is the General Partner ("GP") of Alta BioPharma Partners II, L.P.("ABPII")) & a manager of Alta Embarcadero BioPharma Partners II, LLC ("AEBPII"). Alta Partners II, Inc. provides investment advisory services to several venture capital funds including ABPII & AEBPII. The respective GP & managers
- (2) exercise sole voting & investment powers over the shares held by the foregoing funds. Jean Deleage, Alix Marduel & Farah Champsi (collectively known as the "Principals") are managing directors ("md") of ABPII & managers of AEBPII. As md & managers they may be deemed to share voting & investment powers over the share held by the funds. The principals disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.
- (3) Stock beneficially owned by Alta BioPharma Partners II, L.P.
- (4) Stock beneficially owned by Alta Embarcadero BioPharma Partners II, LLC

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