

Squarer Ron
Form 4
June 29, 2018

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 *
Squarer Ron

2. Issuer Name and Ticker or Trading Symbol
ARRAY BIOPHARMA INC
[ARRY]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
06/27/2018

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

C/O ARRAY BIOPHARMA INC., 3200 WALNUT STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

BOULDER, CO 80301

(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 or Price		
Common Stock	06/27/2018		M		77,881 (1)	A	\$ 0 289,456 D
Common Stock	06/27/2018		F		34,253 (2)	D	\$ 18.5 255,203 D
Common Stock	06/27/2018		S ⁽³⁾		43,628 (4)	D	\$ 17.74 211,575 D
Common Stock	06/27/2018		M		140,625 (1)	A	\$ 8.79 352,200 D
	06/27/2018		S ⁽³⁾		140,625	D	211,575 D

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Common Stock	\$ 18.03 <u>(5)</u>
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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 Number Shares
Restricted Stock Units	\$ 0	06/27/2018		M	77,881	<u>(6)</u>			08/18/2018		Common Stock	77,881
Stock Option (Right to Buy)	\$ 8.79	06/27/2018		M	140,625	<u>(7)</u>			12/27/2026		Common Stock	140,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Squarer Ron C/O ARRAY BIOPHARMA INC. 3200 WALNUT STREET BOULDER, CO 80301			CEO	

Signatures

Jason Haddock, attorney-in-fact for Ron Squarer	06/29/2018
__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) Represents shares released on vesting of Restricted Stock Units ("RSUs") granted to the reporting person on August 18, 2014. The grant of these RSUs was previously reported on Table II.
 - (2) Represents shares withheld to satisfy tax withholding obligations of the reporting person.
 - (3) These trades were made pursuant to a Rule 10b5-1 trading plan.
 - (4) The price reported for these shares is the weighted average sale price of transactions made at prices from \$17.60 to \$17.84. Details of actual prices for shares sold are available from the Issuer upon request.
 - (5) The price reported for these shares is the weighted average sale price of transactions made at prices from \$17.35 to \$18.79. Details of actual prices for shares sold are available from the Issuer upon request.
- RSUs representing 77,881 shares of common stock vested upon the achievement of a second milestone relating to the return of rights to
- (6) binimetinib to the Issuer on or prior to the fourth anniversary of the grant date, subject to continued service with the Issuer as of the vesting date.
 - (7) The options vest in four equal annual installments beginning on December 16, 2017.

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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