

LAMPERT MARK N
Form 4
January 29, 2010

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 *
BVF PARTNERS L P/IL

(Last) (First) (Middle)

900 N. MICHIGAN AVE., SUITE 1100

(Street)

CHICAGO, IL 60611

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

FACET BIOTECH CORP [FACT]

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

01/27/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

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 | 01/27/2010 | | P | 29,000 (1) A \$ 15.6634 | 3,501,521 | D (2) | |
| Common Stock | 01/27/2010 | | P | 20,000 (1) A \$ 15.6634 | 3,521,521 | D (3) | |
| Common Stock | 01/27/2010 | | P | 69,000 (1) A \$ 15.6634 | 3,590,521 | D (4) | |
| Common Stock | 01/28/2010 | | P | 12,600 (1) A \$ 15.7037 | 3,603,121 | D (2) | |
| Common Stock | 01/28/2010 | | P | 9,000 (1) A \$ 15.7037 | 3,612,121 | D (3) | |

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| | | | | | | | | |
|--------------|------------|---|----------------------|---|------------|-----------|--------------|---|
| Common Stock | 01/28/2010 | P | 30,000 <u>(1)</u> | A | \$ 15.7037 | 3,642,121 | D <u>(4)</u> | |
| Common Stock | 01/29/2010 | P | 25,000 <u>(1)</u> | A | \$ 15.719 | 3,667,121 | D <u>(2)</u> | |
| Common Stock | 01/29/2010 | P | 17,000 <u>(1)</u> | A | \$ 15.719 | 3,684,121 | D <u>(3)</u> | |
| Common Stock | 01/29/2010 | P | 60,000 <u>(1)</u> | A | \$ 15.719 | 3,744,121 | D <u>(4)</u> | |
| Common Stock | | | | | | 3,744,121 | I <u>(5)</u> | General partner and manager of entities with direct ownership. |
| Common Stock | | | | | | 3,744,121 | I <u>(6)</u> | General Partner of entity with indirect ownership. |
| Common Stock | | | | | | 3,744,121 | I <u>(7)</u> | Sole shareholder and sole director of entity with indirect ownership. |

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

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(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) | 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|-----------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------------------------|
| | Director | 10% Owner | Officer | Other |
| BVF PARTNERS L P/IL 900 N. MICHIGAN AVE., SUITE 1100 CHICAGO, IL 60611 | | X | | |
| BIOTECHNOLOGY VALUE FUND L P 900 N. MICHIGAN AVE., SUITE 1100 CHICAGO, IL 60611 | | | | Direct Beneficial Owner |
| BIOTECHNOLOGY VALUE FUND II LP 900 N. MICHIGAN AVE., SUITE 1100 CHICAGO, IL 60611 | | | | Direct Beneficial Owner |
| BVF INVESTMENTS LLC 900 N. MICHIGAN AVE., SUITE 1100 CHICAGO, IL 60611 | | | | Direct Beneficial Owner |
| LAMPERT MARK N 900 N. MICHIGAN AVE., SUITE 1100 CHICAGO, IL 60611 | | X | | |
| BVF INC/IL 900 N. MICHIGAN AVE., SUITE 1100 CHICAGO, IL 60611 | | X | | |

Signatures

| | |
|--|--------------------|
| BVF Partners L.P., By: BVF Inc., its GP, By: /s/ Mark N. Lampert __Signature of Reporting Person | 01/29/2010 Date |
| BIOTECHNOLOGY VALUE FUND, L.P. By: BVF Partners L.P., its GP, By: BVF Inc., By: /s/ Mark N. Lampert __Signature of Reporting Person | 01/29/2010 Date |
| BIOTECHNOLOGY VALUE FUND II, L.P., By: BVF Partners L.P., its GP, By: BVF Inc., By: /s/ Mark N. Lampert __Signature of Reporting Person | 01/29/2010 Date |
| BVF INVESTMENTS, L.L.C., By: BVF Partners L.P., its Manager, By: BVF Inc., By: /s/ Mark N. Lampert __Signature of Reporting Person | 01/29/2010 Date |
| BVF INC., By: /s/ Mark N. Lampert __Signature of Reporting Person | 01/29/2010 Date |
| MARK N. LAMPERT By: /s/ Mark N. Lampert __Signature of Reporting Person | 01/29/2010 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) Units may represent aggregation of daily trade activity. Details regarding individual execution amounts and prices are available upon request.

(2) Shares directly beneficially owned by Biotechnology Value Fund, L.P. ("BVF")

(3) Shares directly beneficially owned by Biotechnology Value Fund II, L.P. ("BVF II")

The shares of Common Stock are directly beneficially owned by BVF Investments, LLC ("BVFLLC"), a Delaware limited liability company. Pursuant to the operating agreement of BVFLLC, BVF Partners, L.P., a Delaware limited partnership ("Partners") is

(4) authorized, among other things, to invest the contributed capital of Samana Capital, L.P., the majority member of BVFLLC, in the shares of Common Stock and other securities and to vote, exercise or convert and dispose of such securities and is entitled to receive fees based on assets under management and, subject to certain exceptions, allocations based on realized and unrealized gains on such assets.

(5) The shares of Common Stock are indirectly beneficially owned by Partners. Partners is the general partner of BVF and BVF II and is the manager of BVFLLC.

(6) The shares of Common Stock are indirectly beneficially owned by BVF Inc., a Delaware corporation ("BVF Inc."). BVF Inc. is the general partner of Partners.

(7) Mark N. Lampert is the sole shareholder, sole director, and an officer of BVF Inc.

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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