

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>PARSHALL B LYNNE</u>  (Last) (First) (Middle) C/O ISIS PHARMACEUTICALS, INC. 2855 GAZELLE COURT  (Street) CARLSBAD CA 92010  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ISIS PHARMACEUTICALS INC [ ISIS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below)  COO
	3. Date of Earliest Transaction (Month/Day/Year) 09/02/2014	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/02/2014	09/02/2014	M <sup>(1)</sup>		10,628 <sup>(1)</sup>	A	\$10.29	14,934	D	
Common Stock	09/02/2014	09/02/2014	S <sup>(1)</sup>		10,628 <sup>(1)</sup>	D	\$40.2409	4,306	D	
Common Stock	09/02/2014	09/02/2014	M <sup>(1)</sup>		443 <sup>(1)</sup>	A	\$7.25	4,749	D	
Common Stock	09/02/2014	09/02/2014	S <sup>(1)</sup>		443 <sup>(1)</sup>	D	\$40.2409	4,306	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$10.29	09/02/2014	09/02/2014	M			10,628	01/03/2012 <sup>(2)</sup>	01/02/2018	Common Stock	10,628	\$0	7,593	D	
Employee Stock Option (right to buy)	\$7.25	09/02/2014	09/02/2014	M			443	01/03/2013 <sup>(3)</sup>	01/02/2019	Common Stock	443	\$0	30,431	D	

**Explanation of Responses:**

- Acquired as a result of exercising a stock option pursuant to a Rule 10b5-1 Trading Plan. The purchase and sale reported on this Form 4 was effective pursuant to a Rule 10b5-1 Trading Plan adopted by the reporting person on 7/29/14.
- Grant of 1/3/11 to reporting person of stock options under the Isis Pharmaceuticals, Inc. 1989 Stock Option Plan. 25% of the shares subject to the option vest and became exercisable on 1/3/12. Thereafter, the remaining shares subject to the option vest and became exercisable in 36 equal monthly installments, at the rate of 18,221 shares per year. The option shall be fully vested and exercisable on 1/3/15. The option, before the reported exercises, was exercisable as to 10,628 shares on 9/2/14.
- Grant of 1/3/12 to reporting person of stock options under the Isis Pharmaceuticals, Inc. 1989 Stock Option Plan. 25% of the shares subject to the option vest and became exercisable on 1/3/13. Thereafter, the remaining shares subject to the option vest and became exercisable in 36 equal monthly installments, at the rate of 15,437 shares per year. The option shall be fully vested and exercisable on 1/3/16. The option, before the reported exercises, was exercisable as to 9,004 shares on 9/2/14.

**Remarks:**

/s/B. Lynne Parshall 09/04/2014  
 \*\* Signature of Reporting Person Date

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

\* 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).

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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