SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| 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

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
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| 1. Name and Addre | 1 0 | erson* | | er Name and Ticke | | mbol <u>S INC</u> [ISIS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | |
|--|----------------|--------|----------------|-------------------------------|------------------|-------------------------------|---|--|-----------------|------------------|--|--|
| WENDER JO | <u>JSEPH H</u> | | 1-0-0 | | | | X | Director | 10% | Owner | | |
| (Last) (First) (Middle) C/O ISIS PHARMACEUTICALS, INC. 2855 GAZELLE COURT | | | | e of Earliest Transa /2015 | ction (Month/D | ay/Year) | | Officer (give title below) | Other belov | r (specify v) | | |
| | | | | nendment, Date of | Original Filed (| Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | |
| (Street) | | | | | | | X | Form filed by Or | e Reporting Per | son | | |
| CARLSBAD CA 92010 | | | | | | | | Form filed by More than One Reporting Person | | | | |
| (City) | (State) | (Zip) | | | | | | | | | | |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | | |
| 1. Title of Security | (Instr. 3) | | 2. Transaction | 2A. Deemed | 3. | 4. Securities Acquired (A) | or | 5. Amount of | 6. Ownership | 7. Nature of | | |

| 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 | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|---|---|---|---------------|-------------------|---|---|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |
| Common Stock | 07/01/2015 | 07/01/2015 | M ⁽¹⁾ | | 469 | A | \$ <mark>0</mark> | 30,686 | D | |
| Common Stock | 07/01/2015 | 07/01/2015 | M ⁽²⁾ | | 667 | A | \$ <mark>0</mark> | 31,353 | D | |
| Common Stock | 07/02/2015 | 07/02/2015 | M ⁽³⁾ | | 312 | A | \$ <mark>0</mark> | 31,665 | D | |
| Common Stock | | | | | | | | 31,665 | I | By Joseph H Wender Trust Dtd 10/3/2000 |

| | | | | | | | | | | | | | | | | | 10/3/2000 | |
|--|--|--|--|----|--|---|--------------------------|--|-------------------------------------|--|---|--|---|--|---|---|-----------|---|
| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | |
| | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | Date Execution Date, Month/Day/Year) if any | | 4. Transaction Code (Instr. 8) 5. Numb Derivati Acquire: (A) or Dispose (D) (Inst 4 and 5) | | ed ed of tr. 3, | Expiration Date (Month/Day/Year) s | | | d 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) | Ownersh Form: Direct (D) or Indirec (I) (Instr. | Beneficial Ownership t (Instr. 4) | | |
| | | | | | Code | v | (A) | (D) | Date Expiration Exercisable Date | | Title | Amount or Number of Shares | | | | | | |
| | (4) | 07/01/2015 | 07/01/201 | .5 | М | | | 469 | (5) | | (5) | Common Stock | 469 | \$0 | 937 | D | | |
| | (4) | 07/01/2015 | 07/01/201 | .5 | М | | | 667 | (6) | | (6) | Common Stock | 667 | \$0 | 2,000 | D | | |
| | (4) | 07/02/2015 | 07/02/201 | .5 | м | | | 312 | (7) | | (7) | Common | 312 | \$0 | 312 | D | | 1 |

Commor

Stock

Common

Stock

2,667

16,000

\$<mark>0</mark>

\$<mark>0</mark>

2.667

16,000

D

D

(8)

06/30/2025

Explanation of Responses:

(4)

\$57.16

07/01/2015

07/01/2015

1. Title of Derivative Security (Instr. 3)

Restricted Stock Units Restricted Stock Units Restricted Stock Units Restricted

Stock

Units Director Stock Option

(right to buy)

1. Acquired pursuant to vesting and release of shares pursuant to an RSU award granted on July 1, 2013.

07/01/2015

07/01/2015

A

Α

2. Acquired pursuant to vesting and release of shares pursuant to an RSU award granted on July 1, 2014.

3. Acquired pursuant to vesting and release of shares pursuant to an RSU award granted on July 2, 2012.

4. Each Restricted Stock Unit represents a contingent right to receive one share of Isis common stock, or its equivalent cash value.

5. Restricted Stock Unit Award granted on July 1,2013. Restricted Stock Units vest in equal annual installments, the first installment vested on July 1, 2014. Upon vesting, the restricted stock units will be paid out in whole shares of Isis common stock or cash as may be determined by the Company. The RSU shall be fully vested on July 1, 2017.

(8)

07/01/2016⁽⁹⁾

2,667

16,000

6. Restricted Stock Unit Award granted on July 1, 2014. Restricted Stock Units vest in equal annual installments, the first installment vested on July 1, 2015. Upon vesting, the restricted stock units will be paid out in whole shares of Isis common stock or cash as may be determined by the Company. The RSU shall be fully vested on July 1, 2018.

7. Restricted Stock Unit Award granted on July 2, 2012. Restricted Stock Units vest in equal annual installments, the first installment vested on July 2, 2013. Upon vesting, the restricted stock units will be paid out in whole shares of Isis common stock or cash as may be determined by the Company. The RSU shall be fully vested on July 2, 2016.

8. Grant of July 1, 2015 to reporting person of Restricted Stock Unit Award under the Isis Pharmacueticals, Inc. Amended and Restated 2002 Non-Employee Directors' Stock Option Plan. Restricted Stock Units vest in four equal annual installments, the first installment vesting on July 1, 2016. Upon vesting, the restricted stock units will be paid out in whole shares of Isis common stock or cash as may be determined by

the Company. The RSU shall be fully vested on July 1, 2019. The RSU is vested as to 0 shares on July 1, 2015.

9. Grant of July 1, 2015 to reporting person of stock options under the Isis Pharmacueticals, Inc. Amended & Restated 2002 Non-Employee Directors' Stock Option Plan. The option vests and becomes exercisable in four equal annual installments, the first installment vesting on July 1, 2016. The option shall be fully vested and exercisable on July 1, 2019. The stock option was exercisable as to 0 shares on July 1, 2015.

Remarks:

/s/B. Lynne Parshall, attorney-07/02/2015 in-fact

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.