

SEATTLE GENETICS INC /WA
Form 4
May 19, 2008

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 *
JP MORGAN PARTNERS BHCA LP

2. Issuer Name and Ticker or Trading Symbol
SEATTLE GENETICS INC /WA [SGEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2008

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

J.P. MORGAN PARTNERS, LLC, 270 PARK AVENUE

(Street)

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

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

NEW YORK, NY 10017

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
| | | | | (A) or (D) | Price | | | | |
| Class A Common Stock | | | | | 2,263,980 | D | | | |
| Class A Common Stock | 05/15/2008 | | S | 12,328 | D | 10.14 | 523,403 | I | See Footnote (1) |
| Class A Common Stock | 05/15/2008 | | S | 1,681 | D | 10.14 | 71,352 | I | See Footnote (2) |
| Class A Common Stock | 05/15/2008 | | S | 6,257 | D | \$ | 265,662 | I | See |

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| | | | | | | | | |
|----------------------|------------|---|--------|---|---------------------|---------|---|------------------------|
| Common Stock | | | | | 10.14 (10) | | | Footnote (3) |
| Class A Common Stock | 05/15/2008 | S | 697 | D | \$ 10.14 (10) | 29,598 | I | See Footnote (4) |
| Class A Common Stock | 05/15/2008 | S | 4,633 | D | \$ 10.14 (10) | 196,693 | I | See Footnote (5) |
| Class A Common Stock | 05/15/2008 | S | 73,162 | D | \$ 10.14 (10) | 842,334 | I | See Footnote (6) |
| Class A Common Stock | 05/15/2008 | S | 621 | D | \$ 10.14 (10) | 26,383 | I | See Footnote (7) |
| Class A Common Stock | 05/15/2008 | S | 621 | D | \$ 10.14 (10) | 26,383 | I | See Footnote (8) |

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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Warrants | \$ 6.25 | | | | | 07/08/2003 12/31/2011 | Common Stock | 469,594 |
| Warrants | \$ 6.25 | | | | | 07/08/2003 12/31/2011 | Common Stock | 101,421 |
| Warrants | \$ 6.25 | | | | | 07/08/2003 12/31/2011 | Common Stock | 13,826 |
| Warrants | \$ 6.25 | | | | | 07/08/2003 12/31/2011 | | 51,478 |

| | | | | | Common Stock | |
|--|---------|--|------------|------------|-----------------|---------|
| Warrants | \$ 6.25 | | 07/08/2003 | 12/31/2011 | Common Stock | 5,736 |
| Warrants | \$ 6.25 | | 07/08/2003 | 12/31/2011 | Common Stock | 38,114 |
| Warrants | \$ 6.25 | | 07/08/2003 | 12/31/2011 | Common Stock | 132,331 |
| Stock Options (Right to Purchase) | \$ 7.26 | | 05/16/2005 | 05/16/2014 | Common Stock | 10,000 |
| Stock Options (Right to Purchase) | \$ 5.11 | | 05/12/2006 | 05/12/2015 | Common Stock | 10,000 |
| Stock Options (Right to Purchase) | \$ 10.2 | | 05/24/2008 | 05/25/2017 | Common Stock | 10,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| JP MORGAN PARTNERS BHCA LP J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE NEW YORK, NY 10017 | | | X | |

Signatures

/s/ John C Wilmot, Manager Director, J.P. Morgan Partners (BHCA), L.P., JPMP Master Fund Manager, L.P., its general partner, JPMP Capital Corp., its general partner

05/19/2008

__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) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors, L.P. The Reporting Person has no pecuniary interest in such securities.
- (2) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors A, L.P. The Reporting Person has no pecuniary interest in such securities.
- (3) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman), L.P. The Reporting Person has no pecuniary interest in such securities.
- (4)

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The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman) II, L.P. The Reporting Person has no pecuniary interest in such securities.

- (5) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown), L.P. The Reporting Person has no pecuniary interest in such securities.
- (6) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown) II, L.P. The Reporting Person has no pecuniary interest in such securities.
- (7) The amount shown represents the beneficial ownership of the Issuer's equity securities by H&Q Holdings, Inc. The Reporting Person has no pecuniary interest in such securities.
- (8) The amount shown represents the beneficial ownership of the Issuer's equity securities by H&Q Employee Venture Fund 2000, L.P. The Reporting Person has no pecuniary interest in such securities.
- (9) These options were granted to Srinivas Akkaraju, a director of the Issuer. Mr. Akkaraju is obligated to transfer any shares issued under the Stock Option to J.P. Morgan Partners (BHCA), L.P. ("JPM BHCA") at the request of JPM BHCA.
- (10) \$10.14 represents an average per share sale price for the shares sold on 5/15/2008. The sale price for shares sold on this day ranged from \$10.03 to \$10.36.

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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