

Sandor Victor
Form 4
March 09, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Sandor Victor

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)
03/09/2018

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

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 Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	Price	
Common Stock	03/09/2018		M		182,191 A	\$ 3.65	373,915 ⁽¹⁾ D
Common Stock	03/09/2018		S ⁽²⁾		44,498 D	\$ 17.7 ⁽³⁾	329,417 D
Common Stock	03/09/2018		S ⁽²⁾		111,518 D	\$ 17.72 ⁽³⁾	217,899 D

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

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SEC 1474 (9-02)

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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 or Number of Shares
Stock Option (Right to Buy)	\$ 3.65	03/09/2018		M	182,191	(4) 09/22/2024	Common Stock	182,191	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sandor Victor C/O ARRAY BIOPHARMA INC. 3200 WALNUT STREET BOULDER, CO 80301			Chief Medical Officer	

Signatures

Jason Haddock, attorney-in-fact for Victor Sandor
Date: 03/09/2018

**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).

- Includes 15,625 unvested RSUs awarded on April 1, 2015 to the reporting person for no additional cash consideration, each of which
- (1) represent a contingent right to receive one share of Array BioPharma Inc. common stock and which were reported by the reporting person on Table I on a form 4 filed upon grant of the RSUs.
 - (2) These trades were made pursuant to a Rule 10b5-1 trading plan.
 - (3) The price reported for these shares is the weighted average sale price. Details of actual prices for shares sold are available from the Issuer upon request.
 - (4) The option vested in four equal annual installments beginning on September 22, 2015.

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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