

ARRAY BIOPHARMA INC

Form 4

August 02, 2013

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MOORE JOHN R

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)
3200 WALNUT STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/01/2013

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
VP, General Counsel

BOULDER, CO 80301

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	08/01/2013		M ⁽¹⁾		12,500	A \$ 2.74	29,145 D
Common Stock	08/01/2013		M ⁽¹⁾		14,241	A \$ 3.01	43,386 D
Common Stock	08/01/2013		S ⁽¹⁾		31,500	D \$ 7.0043	11,886 D
Common Stock	08/02/2013		M ⁽¹⁾		13,884	A \$ 3.01	25,770 D
Common Stock	08/02/2013		M ⁽¹⁾		30,000	A \$ 3.06	55,770 D

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Common Stock 08/02/2013 S⁽¹⁾ 43,884 D \$ 7.0292 11,886 D

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
Stock Option (Right to Buy)	\$ 2.74	08/01/2013		M ⁽¹⁾	12,500	⁽²⁾ 03/31/2020	Common Stock	12,500
Stock Option (Right to Buy)	\$ 3.01	08/01/2013		M ⁽¹⁾	14,241	⁽³⁾ 04/29/2019	Common Stock	14,241
Stock Option (Right to Buy)	\$ 3.01	08/02/2013		M ⁽¹⁾	13,884	⁽³⁾ 04/29/2019	Common Stock	13,884
Stock Option (Right to Buy)	\$ 3.06	08/02/2013		M ⁽¹⁾	30,000	⁽⁴⁾ 03/31/2021	Common Stock	30,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MOORE JOHN R 3200 WALNUT STREET BOULDER, CO 80301	VP, General Counsel

Signatures

John R. Moore

08/02/2013

__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) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person's spouse on May 17, 2012.
- (2) The option vests in four equal annual installments beginning March 4, 2011.
- (3) The option vests in four equal annual installments beginning March 4, 2010.
- (4) The option vests in four equal annual installments beginning March 4, 2012.

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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