

SHAMAN PHARMACEUTICALS INC
 Form 5
 February 14, 2001

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 FORM 5

Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)
 Form 3 Holdings Reported
 Form 4 Transactions Reported

U.S. SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
 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(f) of the Investment Company Act of 1940

 OMB Number
 Expires:
 Estimated
 hours per

| | | | | |
|--|---------|----------|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | 6. R |
| ALLEN | PAUL | G. | Shaman Pharmaceuticals, Inc. (SHMN) | I |
| (Last) | (First) | (Middle) | | |
| 505 UNION STATION, 505 FIFTH AVENUE, SUITE 990 | | | 3. IRS or Social Security Number of Reporting Person (Voluntary) | 4. Statement for Month/Year December 31, 2000 |
| SEATTLE, WASHINGTON 98104 | | | | 5. If Amendment, Date of Original (Month/Year) |
| (City) | (State) | (Zip) | | 7. I |

TABLE 1 -- NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF, OR BENEFICIAL

| 1. Title of Security (Instr. 3) | 2. Transaction Date (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 (Instr. 6) |
|---------------------------------|--------------------------------------|--------------------------------|---|------------|-------|------------------------------------|
| | | | Amount | (A) or (D) | Price | |
| | | | | | | |
| Common Stock | 2/1/2000 | C4 | 3,418,153 | A | (1) | 7,153,51 |

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Explanation of Responses:

- (1) Automatically converted from Series R Preferred Stock on February 1, 2000.
- (2) Includes 946,506 shares paid as a dividend on the Series C Stock on June 1, 2000 and 2,788,506 shares paid as a dividend on the Series C Stock on November 30, 2000.
- (3) Owned directly by Vulcan Ventures, Inc. ("VVI") and indirectly by Paul G. Allen, the sole shareholder of VVI.

*If the form is filed by more than one Reporting Person, see Instruction 4(b)(v).

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

(Print or Type Responses)

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FORM 5 (CONTINUED)

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) | 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. Conversion or Exercise Price of Derivative Security |
|--|--|--------------------------------------|--------------------------------|---|--|--|
| Series R Preferred Stock | 1:31 | 2/1/2000 | C4 | 110,263 (1) | (1) | |

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| 9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4) | 10. Ownership of Derivative Security Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|--|
|--|---|--|

-0-

(1)

(2)

Explanation of Responses:

(1) Automatically converted on February 1, 2000.

(2) Owned directly by VVI and indirectly by Paul G. Allen, the sole shareholder of VVI

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

/s/ WI

**Sign

Willia

for Pa

of Att

Person

Inc. o

incorp

Note: File three copies of this Form, one of which must be manually signed.

If space provided is insufficient, see Instruction 6 for procedure.

JOINT FILER INFORMATION

Name: Vulcan Ventures Incorporated

Address: 505-Fifth Avenue, Suite 900
Seattle, WA 98104

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Designated Filer: Paul G. Allen
Issuer & Ticker Symbol: Shaman Pharmaceuticals, Inc. ("SHMN")
Date of Event
Requiring Statement: February 1, 2000
Signature: VULCAN VENTURES INCORPORATED

By: /s/ WILLIAM D. SAVOY 2/14/2001

William D. Savoy, Vice President

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