

# NEKTAR THERAPEUTICS

Reported by  
**THOMSEN JILLIAN B.**

## FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 12/19/17 for the Period Ending 12/15/17

Address	455 MISSION BAY BOULEVARD SOUTH SAN FRANCISCO, CA, 94158
Telephone	4154825300
CIK	0000906709
Symbol	NKTR
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Thomsen Jillian B.</b>  (Last) (First) (Middle)  <b>C/O NEKTAR THERAPEUTICS, 455 MISSION BAY BOULEVARD SOUTH</b>  (Street)  <b>SAN FRANCISCO, CA 94158</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>NEKTAR THERAPEUTICS [ NKTR ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>SVP &amp; Chief Accounting Officer</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>12/15/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	(A) or (D)	Price			
Common Stock <a href="#">(1)</a>	12/15/2017		A		10400	A	\$0.00	71402 <a href="#">(2)</a>	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option	\$56.90	12/15/2017		A		26250		<a href="#">(3)</a>	12/14/2025	Common Stock	26250	\$0.00	26250	D	

**Explanation of Responses:**

- (1) This stock award was acquired pursuant to a grant of restricted stock units ("RSUs"). Each RSU represents a contingent right to receive, upon vesting of the unit, one share of the issuer's common stock. These RSUs vest over three years in substantially equal quarterly installments based on continued service.
- (2) This number includes 988 shares held by the reporting person in the Issuer's 401(K) plan and 3,703 shares held by the reporting person in the Issuer's ESPP plan. The acquisition of these shares under both plans is exempt under Rule 16b-3(c).
- (3) This stock option vests over four years in equal monthly installments based on continued service.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Thomsen Jillian B.</b> <b>C/O NEKTAR THERAPEUTICS</b> <b>455 MISSION BAY BOULEVARD SOUTH</b> <b>SAN FRANCISCO, CA 94158</b>			<b>SVP &amp; Chief Accounting Officer</b>	

**Signatures**

**Mark A. Wilson, Attorney-in-Fact**

12/19/2017

\*\*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.

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