EDGAR Online

ONCOGENEX PHARMACEUTICALS, INC.

Reported by

MATTINGLY MARTIN A

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 06/04/12 for the Period Ending 05/31/12

Address	1522 217TH PLACE S.E. BOTHELL, WA 98021
Telephone	4254879500
CIK	0000949858
Symbol	OGXI
SIC Code	2835 - In Vitro and In Vivo Diagnostic Substances
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

Powered By EDGAR Online
http://www.edgar-online.com
© Copyright 2012, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden hours per response... 0.5

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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MATTINGLY MARTIN A	**ONCOGENEX PHARMACEUTICALS, INC. [OGXI]**	__ **X** __ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
(Last) (First) (Middle) **1522 217TH PLACE SE, SUITE 100** (Street)	3. Date of Earliest Transaction (MM/DD/YYYY) **5/31/2012**	
BOTHELL, WA 98021 (City) (State) (Zip)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line) _ **X** _ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person

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	**6/1/2012**		**P**		**1000**	**A**	**$12.46**	**1000**	**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	Amount or Number of Shares				
Stock Option (right to buy)	**$12.56**	**5/31/2012**		**A**		**4000**		(1)	**5/31/2022**	**Common**	**4000**	**$0.00**	**4000**	**D**	
Restricted Stock Units	(2)	**5/31/2012**		**A**		**2000**		(3)	(4)	**Common**	**2000**	**$0.00**	**2000**	**D**	

Explanation of Responses:

(1) The options vest 100% on the earlier of May 31, 2013 or the date immediately prior to the issuer's next annual meeting of stockholders.

(2) Each restricted stock unit represents a contingent right to receive one share of the issuer's common stock.

(3) The restricted stock units vest 100% on the earlier of the first anniversary of the grant date or the date immediately prior to the issuer's next annual meeting of stockholders.

(4) The restricted stock units expire 30 days from the earlier of the first anniversary of the grant date or the date of the issuer's next annual meeting of stockholders.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

MATTINGLY MARTIN A **1522 217TH PLACE SE** **SUITE 100** **BOTHELL, WA 98021**	**X**			

Signatures

Sandra Thomson as attorney-in-fact for Martin Mattingly **6/4/2012**

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.