

# **ONCOGENEX PHARMACEUTICALS, INC.**

Reported by  
**BENCICH JOHN**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 08/23/16 for the Period Ending 08/19/16

Address	19820 NORTH CREEK PARKWAY SUITE 201 BOTHELL, WA 98011
Telephone	425-686-1500
CIK	0000949858
Symbol	OGXI
SIC Code	2835 - In Vitro and In Vivo Diagnostic Substances
Industry	Biotechnology & Drugs
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

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)	
<b>Bencich John</b>		<b>ONCOGENEX PHARMACEUTICALS, INC. [ OGXI ]</b>		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>CFO</b>	
(Last) (First) (Middle) <b>19820 NORTH CREEK PARKWAY, SUITE 201</b>		3. Date of Earliest Transaction (MM/DD/YYYY) <b>8/19/2016</b>			
(Street) <b>BOTHELL, WA 98011</b>		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	8/19/2016		M		5000 <u>(1)</u>	A	\$0.00	5000	D	
Common Stock	8/19/2016		S		1380 <u>(2)</u>	D	\$0.57	9484	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				
Restricted Stock Unit (RSU)	<u>(3)</u>	8/19/2016		M		5000		<u>(4)</u>	<u>(5)</u>	Common Stock	5000	\$0.00	10000	D	

**Explanation of Responses:**

- (1) Represents shares of common stock acquired upon settlement of the restricted stock units ("RSUs") listed in Table II.
- (2) Represents shares of common stock that have been sold by the issuer to satisfy the tax liability in connection with the settlement of RSUs.
- (3) Each restricted stock unit (RSU) represents a contingent right to receive one share of the issuer's common stock at settlement.
- (4) Pursuant to the terms of the RSU, 25% of the total shares underlying the RSU vest annually on the later of: (i) each anniversary of August 12, 2014 and (ii) the first day thereafter during which the issuer's trading window is open.
- (5) The RSUs expire 30 days from the date they vest.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Bencich John</b> <b>19820 NORTH CREEK PARKWAY SUITE 201</b> <b>BOTHELL, WA 98011</b>			<b>CFO</b>	

**Signatures**

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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