

ONCOGENEX PHARMACEUTICALS, INC.

Reported by
JACOBS CINDY

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 01/12/17 for the Period Ending 01/10/17

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 & Medical Research
Sector	Healthcare
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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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 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)		
JACOBS CINDY			ONCOGENEX PHARMACEUTICALS, INC. [OGXI]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, CMO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
19820 NORTH CREEK PARKWAY, SUITE 201			1/10/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
BOTHELL, WA 98011						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. 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	1/10/2017		M		10312 (1)	A	\$0.00	87728	D	
Common Stock	1/10/2017		F		3369 (2)	D	\$0.63	84359	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)	(3)	1/10/2017		M		2500	(4)	1/31/2017	Common Stock	2500	\$0.00	0	D		
Restricted Stock Unit (RSU)	(3)	1/10/2017		M		3125	(5)	4/13/2018	Common Stock	3125	\$0.00	3125	D		
Restricted Stock Unit (RSU)	(3)	1/10/2017		M		4687	(6)	6/18/2019	Common Stock	4687	\$0.00	9375	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 withheld by the issuer to satisfy the tax liability in connection with the settlement of RSUs.
- (3) Each restricted stock unit 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 January 1, 2013; and (ii) the first day thereafter during which the issuer's trading window is open.
- (5) 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 January 1, 2014; and (ii) the first day thereafter during which the issuer's trading window is open.
- (6) 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 January 1, 2015; and (ii) the first day thereafter during which the issuer's trading window is open.

Reporting Owners

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

19820 NORTH CREEK PARKWAY, SUITE 201
BOTHELL, WA 98011

EVP, CMO

Signatures

Sandra Thomson as attorney-in-fact for Cindy Jacobs

1/12/2017

—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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