

HALOZYME THERAPEUTICS INC

Form 4

May 10, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK RANDAL J

2. Issuer Name and Ticker or Trading Symbol
HALOZYME THERAPEUTICS INC [HALO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/06/2010

Director 10% Owner
 Officer (give title below) Other (specify below)

1881 GROVE AVENUE

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

RADFORD, VA 24141

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (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 Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	05/06/2010		A		20,000 (1)	A	\$ 0	3,410,000	D	
Common Stock								1,722,965	I	by R.J. Kirk DOT (2) (3)
Common Stock								49,300	I	by JPK 2009 (2) (3)
Common Stock								49,300	I	by MGK 2009 (2) (3)
Common Stock								293,000	I	by JPK 2008 (2) (3)

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Common Stock	293,000	I	by MGK 2008 ⁽²⁾ ⁽³⁾
Common Stock	293,000	I	by ZSK 2008 ⁽²⁾ ⁽³⁾
Common Stock	10,945	I	by Lotus Capital ⁽²⁾ ⁽³⁾
Common Stock	1,436,186	I	by Kirkfield ⁽³⁾
Common Stock	135,000	I	by Staff 2001 ⁽³⁾
Common Stock	1,326,320	I	by NRM IV ⁽³⁾
Common Stock	6,328,853	I	by NRM V ⁽³⁾

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

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(9-02)

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)	3A. Deemed Execution Date, if any (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. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

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

KIRK RANDAL J
1881 GROVE AVENUE
RADFORD, VA 24141

Signatures

/s/ Randal J.
Kirk

05/10/2010

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

- (1) Shares of restricted stock granted through the 2008 Outside Directors' Stock Plan. Shares will become fully vested on the date immediately preceding the date of the 2011 annual meeting of stockholders.

- (2) Randal J. Kirk (2000) Limited Partnership and RJK, L.L.C., were liquidated effective as of November 30, 2009, and in connection therewith the assets, including HALO shares held thereby, were distributed pro-rata to the beneficial owners of such entities or their designees. Such transactions constituted a change in form of beneficial ownership; Randal J. Kirk continues to control each of the resulting owners of the distributed HALO shares: R.J. Kirk Declaration of Trust ("R.J. Kirk DOT"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), and Lotus Capital (2000) Company, Inc. ("Lotus Capital").

- (3) Randal J. Kirk controls each of Kirkfield, L.L.C. ("Kirkfield"), R.J. Kirk DOT, JPK 2009, MGK 2009, JPK 2008, MGK 2008, ZSK 2008, Lotus Capital, Third Security Staff 2001 LLC ("Staff 2001"), New River Management IV, LP ("NRM IV") and New River Management V, LP ("NRM V"). Shares held by these entities may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk.

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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