

Tessmer James F
Form 4
March 01, 2019

FORM 4

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

OMB APPROVAL

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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, 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 *
Tessmer James F

2. Issuer Name and Ticker or Trading Symbol
LEXICON PHARMACEUTICALS, INC. [LXRX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
VP, Finance & Accounting

(Last) (First) (Middle)
8800 TECHNOLOGY FOREST PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2019

THE WOODLANDS, TX 77381
(City) (State) (Zip)

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

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) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------|---|
| | | | | (A) or (D) | Price | | | | |
| Common Stock | 02/28/2019 | | M | 2,668 | A | ① | 28,311 | D | |
| Common Stock | 02/28/2019 | | M | 2,075 | A | ② | 30,386 | D | |
| Common Stock | 02/28/2019 | | M | 1,270 | A | ② | 31,656 | D | |
| Common Stock | 02/28/2019 | | M | 4,213 | A | ② | 35,869 | D | |
| Common Stock | 02/28/2019 | | F ⁽³⁾ | 2,501 | D | \$ | 5.51 | 33,368 | D |

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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. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(2)</u> | 02/28/2019 | | M | 2,668 | <u>(4)</u> | <u>(4)</u> | Common Stock | 2,668 |
| Restricted Stock Units | <u>(2)</u> | 02/28/2019 | | M | 2,075 | <u>(5)</u> | <u>(5)</u> | Common Stock | 2,075 |
| Restricted Stock Units | <u>(2)</u> | 02/28/2019 | | M | 1,270 | <u>(6)</u> | <u>(6)</u> | Common Stock | 1,270 |
| Restricted Stock Units | <u>(2)</u> | 02/28/2019 | | M | 4,213 | <u>(7)</u> | <u>(7)</u> | Common Stock | 4,213 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Tessmer James F 8800 TECHNOLOGY FOREST PLACE THE WOODLANDS, TX 77381 | | | VP, Finance & Accounting | |

Signatures

/s/ James F. Tessmer 03/01/2019

**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) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (2) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) Withholding of a portion of vested shares by the Company in satisfaction of shareholder's tax withholding obligations with respect thereto.
- (4) Restricted stock units vest with respect to 25% of the shares subject to the restricted stock units on February 28, 2016 and vest an additional 25% on February 28 of each of the three succeeding years thereafter.
- (5) Restricted stock units vest with respect to 25% of the shares subject to the restricted stock units on February 28, 2017 and vest an additional 25% on February 28 of each of the three succeeding years thereafter.
- (6) Restricted stock units vest with respect to 25% of the shares subject to the restricted stock units on February 28, 2018 and vest an additional 25% on February 28 of each of the three succeeding years thereafter.
- (7) Restricted stock units vest with respect to one third of the shares subject to the restricted stock units on February 28, 2019 and vest an additional one third on February 28 of each of the two succeeding years thereafter.

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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