

OncoMed Pharmaceuticals Inc  
 Form 4  
 June 17, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Lewicki John A.

2. Issuer Name and Ticker or Trading Symbol  
 OncoMed Pharmaceuticals Inc [OMED]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 EVP & Chief Scientific Officer

(Last) (First) (Middle)  
 C/O ONCOMED  
 PHARMACEUTICALS, INC., 800  
 CHESAPEAKE DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 06/15/2015

REDWOOD CITY, CA 94063

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	06/15/2015		M <sup>(1)</sup>		8,500	A	\$ 1.43
							28,500 <sup>(2)</sup>
Common Stock	06/15/2015		S <sup>(1)</sup>		8,500	D	\$ 24.9167 <sup>(3)</sup>
							20,000 <sup>(2)</sup>
Common Stock	06/16/2015		M <sup>(1)</sup>		5,602	A	\$ 1.43
							25,602 <sup>(2)</sup>
Common Stock	06/16/2015		M <sup>(1)</sup>		2,898	A	\$ 3.42
							28,500 <sup>(2)</sup>

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Common Stock	06/16/2015	S <sup>(1)</sup>	8,500	D	\$ 25.2156 <u>(4)</u>	20,000 <u>(2)</u>	D	
Common Stock						84,815	I	See Footnote <u>(5)</u>

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

**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.**

SEC 1474  
(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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 1.43	06/15/2015		M <sup>(1)</sup>	8,500	<u>(6)</u> 01/11/2017	Common Stock	8,500
Stock Option (Right to Buy)	\$ 1.43	06/16/2015		M <sup>(1)</sup>	5,602	<u>(6)</u> 01/11/2017	Common Stock	5,602
Stock Option (Right to Buy)	\$ 3.42	06/16/2015		M <sup>(1)</sup>	2,898	<u>(6)</u> 12/04/2018	Common Stock	2,898

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other  
EVP & Chief Scientific Officer

Lewicki John A.  
C/O ONCOMED PHARMACEUTICALS, INC.  
800 CHESAPEAKE DRIVE  
REDWOOD CITY, CA 94063

## Signatures

/s/ Alicia J. Hager, Attorney-in-Fact for John A.  
Lewicki

06/17/2015

\_\_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) Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on December 16, 2014.
  - (2) Includes 20,000 restricted stock units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit. Also reflects the prior transfer of 1,285 shares of common stock to the reporting person's trust.  

This transaction was executed in multiple trades in prices ranging from \$24.40 to \$25.19, inclusive. The price reported in Column 4 above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
  - (3) This transaction was executed in multiple trades in prices ranging from \$24.40 to \$25.19, inclusive. The price reported in Column 4 above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
  - (4) This transaction was executed in multiple trades in prices ranging from \$24.87 to \$25.44, inclusive. The price reported in Column 4 above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
  - (5) The shares are held by John Allan Lewicki and Jenniffer Joan Lewicki, Trustees of the Lewicki Family Trust dated December 6, 2000.
  - (6) The option is fully vested and exercisable, subject to an annual limitation of 175,438 shares that can be issued to a single grantee upon the exercise of awards under the Issuer's 2004 Stock Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.