FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

vasimigton	, D.O.	200-0	

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).

## Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol 5. Relationship of Reporting Person(s) to Issuer 1. Name and Address of Reporting Person' **NEKTAR THERAPEUTICS** [ NKTR ] (Check all applicable) Gergel Ivan P. Director Officer (give title Other (specify below) below) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) **SVP & Chief Medical Officer** C/O NEKTAR THERAPEUTICS 02/03/2016 455 MISSION BAY BOULEVARD SOUTH 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable (Street) Line) SAN Form filed by One Reporting Person 94158 CA **FRANCISCO** Form filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 7. Nature of (Month/Day/Year) if any (Month/Day/Year) Code (Instr Beneficially (D) or Indirect Beneficial Owned Following Reported Ownership (Instr. 4) 8) (I) (Instr. 4) (A) or Transaction(s) Code Amount Price (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 7. Title and Amount 5. Number of 6. Date Exercisable and 3. Transaction 3A. Deemed 8. Price of 9. Number of 10. 11. Nature ip

Security (Instr. 3)		or Exercise Price of Derivative Security	(Month/Day/Year)	if any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		(Month/Day/Year)		Underlying Derivative Security (Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
	Stock Option	\$12.21	02/03/2016		A		100,000		(1)	02/02/2024	Common	100,000	\$0.00	100,000	D	

### **Explanation of Responses:**

1. This stock option vests over a period of 4 years with 25% of the option vesting on the first anniversary of the grant date and the remaining 75% of the option in monthly installments over the 3-year period thereafter.

### Remarks:

Gil M. Labrucherie, Attorney-

02/05/2016

in-Fact

\*\* 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.

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 Number.