SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL									
OMB Number: 3235-0287									
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1. Marile and Address of Reporting Feison		n*	2. Issuer Name and Ticker or Trading Symbol <u>NEKTAR THERAPEUTICS</u> [NKTR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
					Director	10% Owner			
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X	Officer (give title below)	Other (specify below)			
			06/30/2006		Chairman, Pres. & CEO				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing ((Check Applicable			
SAN CARLOS	CA	94070		X	Form filed by One Repor	ting Person			
(City)	(State)	(Zip)			Form filed by More than Person	One Reporting			

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Dav/Year)	2A. Deemed Execution Date, if any	xecution Date, Transaction		4. Securities Disposed Of			5. Amount of Securities Beneficially		7. Nature of Indirect Beneficial
					5)			Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130. 4)

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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		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: 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				
Stock Option (RIght to Buy)	\$18.34	06/30/2006		A		50,000		(1)	06/30/2014	Common Stock	50,000	\$18.34	917,964	D	
Restricted Stock Unit	\$0.01	06/30/2006		Α		25,000		(2)	(3)	Common Stock	25,000	\$0.01	57,639	D	

Explanation of Responses:

1. Options for 50,000 shares shall vest monthly over one year commencing June 30, 2006.

2. The shares of Common Stock are issued upon the vesting of restricted stock units granted to the holder. All of the restricted stock units shall vest on June 30, 2007.

3. Not Applicable.

/s/ Paula S. Kasler

** Signature of Reporting Person

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.

06/30/2006

Date