SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

ct to

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			2. Issuer Name and Ticker or Trading Symbol <u>NEKTAR THERAPEUTICS</u> [NKTR]		tionship of Reporting Perso all applicable) Director	n(s) to Issuer 10% Owner		
	(First) HERAPEUTICS	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/20/2006		Officer (give title below)	Other (specify below)		
150 INDUSTRIAL ROAD			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable				
(Street) SAN CARLOS	S CA 94070			Line) X	Form filed by One Report Form filed by More than (Person	0		
(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. Transa Code (8)	ction	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(3,	• •		·									
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) ⁽¹⁾	\$14.36	09/20/2006		A		15,000		(2)	09/20/2014	Common Stock	15,000	\$14.36	120,000	D	
Restricted Stock Unit ⁽¹⁾	\$0.01	09/20/2006		А		5,000		(3)	(4)	Common Stock	5,000	\$0.01	5,000	D	

Explanation of Responses:

1. The Reporting Person is receiving this equity compensation under the Company's 2006 Compensation Plan for Non-Employee Directors.

2. 1/12th of the shares shall vest per calendar month commencing September 20, 2006. The shares shall fully vest on September 20, 2007.

3. 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 September 20, 2007.

4. Not applicable.

/s/ Gil Labrucherie, by power

<u>of attorney</u>

** Signature of Reporting Person Date

09/20/2006

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.