

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Nicholson John</u> (Last) (First) (Middle) <u>C/O NEKTAR THERAPEUTICS</u> <u>455 MISSION BAY BOULEVARD SOUTH</u> (Street) <u>SAN FRANCISCO CA 94158</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>NEKTAR THERAPEUTICS [NKTR]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP & Chief Operating Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/02/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/02/2017		M ⁽¹⁾		66,495 ⁽¹⁾	A	\$4.65	206,821	D	
Common Stock	02/02/2017		S ⁽¹⁾		66,495 ⁽¹⁾	D	\$12.38 ⁽²⁾	140,326	D	
Common Stock	02/03/2017		M ⁽¹⁾		8,505 ⁽¹⁾	A	\$4.65	148,831	D	
Common Stock	02/03/2017		S ⁽¹⁾		8,505 ⁽¹⁾	D	\$12.48 ⁽³⁾	140,326	D	

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 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					
Employee Stock Option (right to buy)	\$4.65	02/02/2017		M ⁽¹⁾			66,495	(4)	02/22/2017	Common Stock 66,495	\$0.00	53,505	D	
Employee Stock Option (right to buy)	\$4.65	02/03/2017		M ⁽¹⁾			8,505	(4)	02/22/2017	Common Stock 8,505	\$0.00	45,000	D	

Explanation of Responses:

- The Reporting Person exercised and sold a portion of the Shares of common stock subject to this stock option that expires on February 22, 2017, with the objective of using substantially all of the proceeds to cover the exercise price of the entire stock option and applicable withholding taxes.
- This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Person on February 2, 2017. The actual prices for these transactions range from \$12.20 to \$12.45, inclusive. The Reporting Person further undertakes to provide upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of Shares sold at each separate price within the ranges set forth in footnotes (2) and (3) to this Form 4.
- This price reflects the weighted average sale price for open-market sales of Shares made by the Reporting Person on February 3, 2017. The actual prices for these transactions range from \$12.45 to \$12.51, inclusive.
- This stock option became fully vested on February 23, 2013 and will expire on February 22, 2017 if not exercised.

Remarks:

Mark A. Wilson, Attorney-in-Fact 02/06/2017

** 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.