

**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>Labrucherie Gil M</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 &amp; General Counsel</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/28/2014</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 <sup>(1)</sup>	11/28/2014		M		90,000	A	\$4.65	94,251 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	11/28/2014		S		90,000	D	\$17.02 <sup>(4)</sup>	4,251 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	12/01/2014		M		30,000	A	\$4.65	34,251 <sup>(2)(3)</sup>	D	
Common Stock <sup>(1)</sup>	12/01/2014		S		30,000	D	\$17	4,251 <sup>(2)(3)</sup>	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						Title
Stock Option <sup>(1)</sup>	\$4.65	11/28/2014		M			90,000	02/22/2013	02/22/2017	Common Stock	90,000	\$0.00	30,000	D	
Stock Option <sup>(1)</sup>	\$4.65	12/01/2014		M			30,000	02/22/2013	02/22/2017	Common Stock	30,000	\$0.00	0	D	

**Explanation of Responses:**

- This transaction was made pursuant to a Rule 10b5-1 trading plan.
- This number includes 997 shares held by the reporting person in the Issuer's 401(k) plan. The acquisition of these shares under that plan is exempt under Rule 16b-3(c).
- This number includes 750 shares held by the reporting person in his account under the Issuer's ESPP. The acquisition of these shares under that plan is exempt under Rule 16b-3(c).
- This transaction was executed in multiple trades at prices ranging from \$17.00 to \$17.20. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide full information regarding the number of shares and the prices at which the transactions were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

**Remarks:**

Gil M. Labrucherie 12/02/2014

\*\* 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.