

SEATTLE GENETICS INC /WA
 Form 4
 November 09, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
SIEGALL CLAY B

2. Issuer Name and Ticker or Trading Symbol
SEATTLE GENETICS INC /WA [SGEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 21823 30TH DRIVE SE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/07/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

BOTHELL, WA 98021

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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. 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 | 11/07/2016 | | M | 2,442 A \$ 10.2 | 641,277 ⁽¹⁾ | D | |
| Common Stock | 11/07/2016 | | S ⁽²⁾ | 2,442 D \$ 57.4322 ⁽³⁾ | 638,835 ⁽¹⁾ | D | |
| Common Stock | 11/07/2016 | | M | 1,600 A \$ 10.2 | 640,435 ⁽¹⁾ | D | |
| Common Stock | 11/07/2016 | | S ⁽²⁾ | 1,600 D \$ 56.5038 ⁽⁴⁾ | 638,835 ⁽¹⁾ | D | |
| | 11/07/2016 | | M | 7,113 A \$ 10.29 | 645,948 ⁽¹⁾ | D | |

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Common
Stock

| | | | | | | | |
|-----------------|------------|------------------|-------|---|-----------------------------|--------------------|---|
| Common Stock | 11/07/2016 | S ⁽²⁾ | 7,113 | D | \$ 59.2796 <u>(5)</u> | 638,835 <u>(1)</u> | D |
| Common Stock | 11/07/2016 | M | 3,310 | A | \$ 10.29 | 642,145 <u>(1)</u> | D |
| Common Stock | 11/07/2016 | S ⁽²⁾ | 3,310 | D | \$ 58.2575 <u>(6)</u> | 638,835 <u>(1)</u> | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

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(9-02)

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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 10.2 | 11/07/2016 | | M | 2,442 | <u>(7)</u> 05/25/2017 | Common Stock | 2,442 | |
| Non-Qualified Stock Option (right to buy) | \$ 10.2 | 11/07/2016 | | M | 1,600 | <u>(7)</u> 05/25/2017 | Common Stock | 1,600 | |
| Non-Qualified Stock Option (right to buy) | \$ 10.29 | 11/07/2016 | | M | 7,113 | <u>(8)</u> 08/28/2017 | Common Stock | 7,113 | |
| Non-Qualified Stock Option (right to buy) | \$ 10.29 | 11/07/2016 | | M | 3,310 | <u>(8)</u> 08/28/2017 | Common Stock | 3,310 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SIEGALL CLAY B 21823 30TH DRIVE SE BOTHELL, WA 98021 | X | | President and CEO | |

Signatures

/s/ Jean Liu 11/09/2016

__Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Amount of securities beneficially owned following reported transactions includes restricted stock units subject to vesting.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$57.06 to \$57.78. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.
- (3) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$56.05 to \$57.05. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.
- (4) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$58.79 to \$59.78. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.
- (5) Reflects sales of ordinary shares executed in multiple transactions at prices ranging from \$57.78 to \$58.76. The price reported reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request by the Securities and Exchange Commission staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the sales were effected.
- (6) Shares vested at a rate of 25% on 5/25/08 and monthly thereafter until all the shares were fully vested on 5/25/11.
- (7) Shares vested at a rate of 25% on 8/28/08 and monthly thereafter until all the shares were fully vested on 8/28/11.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.