Xencor Inc Form 4 July 08, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations

may continue. See Instruction 1(b).

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)

(Last)

(City)

Security

(Instr. 3)

1. Name and Address of Reporting Person * CARTER BRUCE L A

(First) (Middle)

C/O XENCOR, INC., 111 WEST LEMON AVENUE

(Street)

(State)

3.

2. Issuer Name and Ticker or Trading Symbol

Xencor Inc [XNCR]

3. Date of Earliest Transaction

(Month/Day/Year) 06/23/2016

4. If Amendment, Date Original

Filed(Month/Day/Year)

Issuer

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB

Number:

Expires:

response...

Estimated average

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OMB APPROVAL

3235-0287

January 31,

2005

0.5

_X__ Director 10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Ownership

Form: Direct

5. Amount of

(Instr. 3 and 4)

Securities

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

MONROVIA, CA 91016

1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year) Execution Date, if

(Zip)

(Month/Day/Year)

TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

4. Securities

Beneficially Owned Following Reported Transaction(s)

(I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership

(Instr. 4)

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

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. l Underlying Securities De (Instr. 3 and 4) Sec

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(In

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8	(A D (I (I	A) or pispose (D) (nstr. 3, and 5)	d of				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14.83	06/23/2016	A	7	,500		<u>(1)</u>	06/22/2026	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
CARTER BRUCE L A C/O XENCOR, INC. 111 WEST LEMON AVENUE MONROVIA, CA 91016	X						

Signatures

/s/ John J. Kuch, Attorney-in-Fact 07/08/2016

**Signature of Reporting Person Dat

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) 100% of the shares subject to the option vest on June 23, 2017.

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.

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