

Wolff Henry Ward
 Form 4
 December 18, 2017

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 *
 Wolff Henry Ward

2. Issuer Name and Ticker or Trading Symbol
 PORTOLA PHARMACEUTICALS INC [PTLA]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/15/2017

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

C/O PORTOLA PHARMACEUTICALS, INC., 270 EAST GRAND AVE.

(Street)

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

SOUTH SAN FRANCISCO, CA 94080

(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) |
| Common Stock | 10/05/2017 | | M | | | 12,000 | A \$ 5.3 | 12,000 ⁽¹⁾ | I | By Henry & Marian Wolff 1999 Revoc. Trust |
| Common Stock | 12/15/2017 | | S | | | 11,300 | D \$ 46.948 ⁽²⁾ | 700 ⁽¹⁾ | I | By Henry & Marian Wolff 1999 |

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| | | | | | | | | |
|--------------|------------|---|-----|---|---------------|--------------------------------|---|---|
| Common Stock | 12/15/2017 | S | 700 | D | \$ 47.7686 | 0 ⁽¹⁾ <u>(3)</u> | I | Revoc. Trust By Henry & Marian Wolff 1999 Revoc. Trust |
|--------------|------------|---|-----|---|---------------|--------------------------------|---|---|

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 | |
| Stock Option (Right to Buy) | \$ 5.3 | 10/05/2017 ⁽⁴⁾ | | M | 12,000 <u>(1)</u> | 11/15/2007 11/14/2017 | Common Stock | 12,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Wolff Henry Ward
C/O PORTOLA PHARMACEUTICALS, INC.
270 EAST GRAND AVE.
SOUTH SAN FRANCISCO, CA 94080

X

Signatures

/s/Mike Ouimette, as
attorney-in-fact

12/18/2017

__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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on October 11, 2017.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$46.44 to \$47.38, inclusive. The reporting person undertakes to provide Portola Pharmaceuticals, Inc., any security holder of Portola Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.55 to \$47.93, inclusive. The reporting person undertakes to provide Portola Pharmaceuticals, Inc., any security holder of Portola Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, 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.

(4) Mr. Wolff exercised these shares through a cash exercise and transferred the shares following the exercise into the Henry & Marian Wolff 1999 Revocable Trust for which Mr. Wolff is a trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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