

Benedict Larry
Form 4
February 08, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Benedict Larry

2. Issuer Name **and** Ticker or Trading
Symbol
ALDER BIOPHARMACEUTICALS
INC [ALDR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
11804 NORTH CREEK PARKWAY
SOUTH

3. Date of Earliest Transaction
(Month/Day/Year)
02/06/2019

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP and PAO

(Street)
BOTHELL, WA 98011

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	05/31/2018		A ⁽¹⁾		1,319	A	\$ 9.35
							33,453
							D
Common Stock	11/30/2018		A ⁽²⁾		954	A	\$ 9.35
							34,407
							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
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SEC 1474
(9-02)

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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 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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 14	02/06/2019		A	100,000	(3) 02/05/2029	Common Stock 100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Benedict Larry
11804 NORTH CREEK PARKWAY SOUTH
BOTHELL, WA 98011

EVP and PAO

Signatures

/s/ Julia Stark,
Attorney-in-Fact 02/08/2019

__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 shares were acquired under the Issuer's 2014 Employee Stock Purchase Plan on May 31, 2018 in a transaction exempt under Rule 16b-3(c).
- (2) The shares were acquired under the Issuer's 2014 Employee Stock Purchase Plan on November 30, 2018 in a transaction exempt under Rule 16b-3(c).
- (3) The shares subject to this option shall vest and become exercisable at a rate of 25% of the total number of shares on the one-year anniversary of January 1, 2019 (the "Vesting Commencement Date") and 1/48th of the total number of shares each monthly anniversary of the Vesting Commencement Date thereafter, for so long as the Reporting Person provides continuous service to the Issuer, such that the total number of shares shall be fully vested on the four-year anniversary of the Vesting Commencement Date.

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.