

Sandor Victor
 Form 4
 December 18, 2018

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 *
 Sandor Victor

2. Issuer Name and Ticker or Trading Symbol
 ARRAY BIOPHARMA INC
 [ARRY]

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

(Last) (First) (Middle)
 C/O ARRAY BIOPHARMA
 INC., 3200 WALNUT STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/14/2018

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

BOULDER, CO 80301

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)
Common Stock	12/16/2018		M	(A) Amount 23,346 (1)	\$ 0	245,644	D
Common Stock	12/16/2018		F	(D) Amount 10,378 (2)	\$ 15.97	235,266	D

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

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Units	\$ 0	12/14/2018		A	48,250	⁽³⁾ 12/20/2022	Common Stock 48
Stock Option (Right to Buy)	\$ 15.97	12/14/2018		A	289,500	⁽⁴⁾ 12/16/2028	Common Stock 289,500
Restricted Stock Units	\$ 0	12/16/2018		M	11,284	⁽⁵⁾ 12/16/2020	Common Stock 11,284
Restricted Stock Units	\$ 0	12/16/2018		M	12,062	⁽⁵⁾ 12/17/2021	Common Stock 12,062

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sandor Victor C/O ARRAY BIOPHARMA INC. 3200 WALNUT STREET BOULDER, CO 80301			Chief Medical Officer	

Signatures

Jason Haddock, attorney-in-fact for Victor Sandor
Date: 12/18/2018

**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) Shares issued upon settlement of Restricted Stock Units ("RSUs") granted on December 27, 2016 and December 16, 2017, as a result of the vesting of one fourth of such RSUs.
- (2) Represents shares withheld to satisfy tax withholding obligations of the reporting person.
- (3) RSUs awarded to the reporting person for no additional cash consideration and each represents a contingent right to receive one share of common stock. The RSUs vest and will be settled in common stock in four equal annual installments beginning on December 16, 2019.

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- (4) The options vest in four equal annual installments beginning on December 16, 2019.
- (5) The RSUs vested and were settled in common stock on December 16, 2018.

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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