

RIGEL PHARMACEUTICALS INC

Form 4

September 11, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Maynard Ryan D

2. Issuer Name **and** Ticker or Trading
Symbol
RIGEL PHARMACEUTICALS INC
[RIGL]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
RIGEL PHARMACEUTICALS,
INC., 1180 VETERANS BLVD.

3. Date of Earliest Transaction
(Month/Day/Year)
09/07/2012

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
EVP & CFO

(Street)
SOUTH SAN
FRANCISCO, CA 94080

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	09/07/2012		M	34,112 A	\$ 6.49 34,112	D	
Common Stock	09/07/2012		S	34,112 D	\$ 10.5523 0	D	
Common Stock	09/10/2012		M	17,586 A	\$ 6.49 17,586	D	
Common Stock	09/10/2012		S	17,586 D	\$ 10.5156 0	D	

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

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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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.49	09/07/2012		M	34,112	<u>(1)</u> 03/30/2019	Common Stock	34,112
Stock Option (Right to Buy)	\$ 6.49	09/10/2012		M	17,586	<u>(1)</u> 03/30/2019	Common Stock	17,586

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Maynard Ryan D RIGEL PHARMACEUTICALS, INC. 1180 VETERANS BLVD. SOUTH SAN FRANCISCO, CA 94080			EVP & CFO	

Signatures

/s/ Dolly Vance
(Attorney-in-Fact) 09/11/2012

__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 vest month over one(1) year from 3/30/09.

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(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.50 to \$10.76, inclusive. Upon request, the Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or Securities and Exchange Commission, full information regarding the shares sold at each separate price within the range set forth in footnote (2) of 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 \$10.50 to \$10.57, inclusive. Upon request, the Reporting Person undertakes to provide the Issuer, any security holder of the Issuer, or Securities and Exchange Commission, full information regarding the shares sold at each separate price within the range set forth in footnote (3) of this Form 4.

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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