

Ciechanover Isaac E.
Form 4
February 20, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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

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 *
Ciechanover Isaac E.

2. Issuer Name and Ticker or Trading Symbol
Atara Biotherapeutics, Inc. [ATRA]

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

(Last) (First) (Middle)
611 GATEWAY
BOULEVARD, SUITE 900
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2018

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

SOUTH SAN
FRANCISCO, CA 94080

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

(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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	02/15/2018		S ⁽¹⁾	2,500 D \$ 45.58 (2)	260,378	I	See footnote (3)
Common Stock	02/15/2018		S ⁽¹⁾	2,433 D \$ 46.71 (4)	257,945	I	See footnote (3)
Common Stock	02/15/2018		S ⁽¹⁾	4,767 D \$ 47.56 (5)	253,178	I	See footnote (3)
Common	02/15/2018		S ⁽¹⁾	300 D \$	252,878	I	See

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Stock					48.25			footnote (3)
Common Stock	02/16/2018	S ⁽¹⁾	3,000	D	\$ 45.44 (2)	249,878	I	See footnote (3)
Common Stock	02/16/2018	S ⁽¹⁾	1,600	D	\$ 46.55 (6)	248,278	I	See footnote (3)
Common Stock	02/16/2018	S ⁽¹⁾	5,100	D	\$ 47.91 (7)	243,178	I	See footnote (3)
Common Stock	02/16/2018	S ⁽¹⁾	300	D	\$ 48.43 (8)	242,878	I	See footnote (3)
Common Stock	02/15/2018	M	3,938	A	\$ 0 ⁽⁹⁾	812,613	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)

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. Price or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(10)	02/15/2018		M	3,938	(11)	(12)	Common Stock	3,938

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Ciechanover Isaac E.
611 GATEWAY BOULEVARD
SUITE 900
SOUTH SAN FRANCISCO, CA 94080

X

Chief Executive Officer

Signatures

/s/ David Tucker, Attorney-in-Fact for Isaac E.
Ciechanover

02/20/2018

__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) Transaction pursuant to Rule 10b5-1 Plan adopted May 18, 2017.
The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$45.00 to \$46.00. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (3) Shares are held by the Isaac E. Ciechanover and Allison M. Ciechanover Family Trust dated 8/8/08, of which the Reporting Person is a trustee.
The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$46.10 to \$47.10. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (5) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$47.15 to \$48.15. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (6) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$46.15 to \$47.10. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (7) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$47.25 to \$48.20. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (8) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$48.30 to \$48.55. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
- (9) Shares issued upon settlement of vested restricted stock units ("RSUs").
- (10) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock or a cash settlement.
- (11) Fully vested.
- (12) The earlier of (i) January 10, 2021 or (ii) the recipient's termination 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.