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HALOZYME THERAPEUTICS INC

Form 4

February 04, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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January 31, 2005

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See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LIU JEAN I Issuer Symbol HALOZYME THERAPEUTICS INC [HALO] (Last) (First) (Middle)

(Check all applicable)

VP & General Counsel

11388 SORRENTO VALLEY **ROAD**

(Street)

(State)

3. Date of Earliest Transaction

4. If Amendment, Date Original

(Month/Day/Year) 02/02/2014

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

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SAN DIEGO, CA 92121

(City)

(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)	1 '		5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	02/02/2014		M	8,360 (1)	A	\$0	16,187	D	
Common Stock	02/04/2014		M	4,682 (2)	A	\$0	20,869	D	

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

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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 tiorDerivative 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
Restricted Stock Units	\$ 0	02/02/2014		M		13,889	02/02/2014	02/02/2022	Common Stock	13,889
Restricted Stock Units	\$ 0	02/04/2014		M		7,500	02/04/2014	02/04/2023	Common Stock	7,500

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LIU JEAN I 11388 SORRENTO VALLEY ROAD SAN DIEGO, CA 92121

VP & General Counsel

Signatures

Jean Liu 02/04/2014

**Signature of 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).
- Represents net settlement for the vesting of 13,889 shares of a restricted stock unit award granted in February 2012. Upon vesting on (1) February 2, 2014, the reporting person received a settlement of 8,360 shares of Halozyme common stock. 5,529 shares were withheld as payment for minimum statutory tax withholding requirement.
- Represents net settlement for the vesting of 7,500 shares of a restricted stock unit award granted in February 2013. Upon vesting on (2) February 4, 2014, the reporting person received a settlement of 4,682 shares of Halozyme common stock. 2,818 shares were withheld as payment for minimum statutory tax withholding requirement.

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.

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