

Gray Eddie
Form 4
February 22, 2019

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 *
Gray Eddie

2. Issuer Name and Ticker or Trading Symbol
DYNAVAX TECHNOLOGIES CORP [DVAX]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and Director

(Last) (First) (Middle)
C/O DYNAVAX
TECHNOLOGIES, 2929 SEVENTH
STREET, SUITE 100

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2019

(Street)
BERKELEY, CA 94710

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 02/22/2019 | | M | | 75,000 | A | (U) 233,934 D |
| Common Stock | 02/22/2019 | | M | | 37,000 | A | (U) 270,934 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 | Amount |
| Restricted Stock Unit | (1) | 02/22/2019 | | M | | 75,000 | (1) 02/21/2024 | Common Stock | |
| Restricted Stock Unit | (1) | 02/22/2019 | | M | | 37,000 | (1) 02/21/2024 | Common Stock | 3 |
| Stock Option (Right to Buy) | \$ 10.47 | 02/22/2019 | | A | | 280,000 | (2) 02/21/2026 | Common Stock | 28 |
| Restricted Stock Unit | (3) | 02/22/2019 | | A | | 70,000 | (3) 02/21/2026 | Common Stock | 70 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gray Eddie C/O DYNAVAX TECHNOLOGIES 2929 SEVENTH STREET, SUITE 100 BERKELEY, CA 94710 | X | | CEO and Director | |

Signatures

/S/ Eddie Gray 02/22/2019

**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) Each restricted stock unit ("RSU") represented a contingent right to receive one share of common stock that vested and converted to common stock on February 22, 2019.
- (2) This option grant will vest over three (3) years with one third (1/3) of the shares subject to the option vesting twelve months after the grant date, and one thirty-sixth (1/36) of the shares subject to the option vesting on the last day of each month thereafter.
- (3) Each RSU represents a right to receive one share of common stock. These RSUs vested upon completion of certain performance conditions.

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.