

Robinson BG Susan
 Form 4
 April 20, 2010

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 *
 Robinson BG Susan

2. Issuer Name and Ticker or Trading Symbol
 TARGETED GENETICS CORP
 /WA/ [TGEN.PK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1100 OLIVE WAY, SUITE 100
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/16/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

SEATTLE, WA 98101

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	04/16/2010		A		750,000 <u>(1) (3)</u>	A	\$ 0 35,001 D
Common Stock	04/16/2010		F		99,187 <u>(2)</u>	D	\$ 0.22 310,814 D

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

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 (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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson BG Susan 1100 OLIVE WAY SUITE 100 SEATTLE, WA 98101	X		President and CEO	

Signatures

B.G. SUSAN
 ROBINSON
 **Signature of Reporting Person

04/19/2010
 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).

These shares represent a grant of 750,000 restricted stock units that vest as follows: fifty percent (375,000 shares) on the date of grant, and fifty percent (375,000 shares) on December 31, 2010, so long as the reporting person is providing services to the Company on that date.

(2) As a result of the vesting of 375,000 restricted shares of common stock on the grant date, the reporting person surrendered 99,187 of such shares to the Company as payment for the withholding taxes due in connection with such vesting.

(3) Issued as part of a retention incentive package structured to both reflect and preserve the Company's limited cash resources and provide sufficient retention incentives to the named reporting person. The subject retention incentive package replaces and supersedes incentives included in that certain Senior Management Employment Agreement, dated March 27, 2009, as amended, between reporting person and Company.

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.