

ARROWHEAD RESEARCH CORP

Form 4

August 19, 2014

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

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Myszkowski Kenneth Allen

(Last) (First) (Middle)

225 SOUTH LAKE AVENUE,
SUITE 1050

(Street)

PASADENA, CA 91101

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

ARROWHEAD RESEARCH CORP
[ARWR]

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

08/15/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/15/2014		M	15,000 A	\$ 5.19 86,500	D	
Common Stock	08/15/2014		M	25,000 A	\$ 7 111,500	D	
Common Stock	08/15/2014		S	40,000 D	\$ 14.0215 71,500 (2)	D	
					(1)		

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

**Persons who respond to the collection of
information contained in this form are not**

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 5.19	08/15/2014		M		15,000		03/01/2012 ⁽³⁾	02/16/2022	Common Stock	15,000
Stock Option (right to buy)	\$ 7	08/15/2014		M		25,000		05/16/2010 ⁽³⁾	11/16/2019	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Myszkowski Kenneth Allen
225 SOUTH LAKE AVENUE, SUITE 1050
PASADENA, CA 91101

CFO

Signatures

Kenneth Allen
Myszkowski 08/19/2014

__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).

- Represents the weighted average price at which shares were sold within a range between 14.00 and 14.20. The Reporting Person
- (1) undertakes to provide to the Issuer, any security holder of the Issuer, or the Staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range.
- (2) Includes previously reported shares of common stock underlying Restricted Stock Units granted to the Reporting person which are subject to certain vesting conditions.

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(3) Represents first vesting date. Option vests over four years from date of grant.

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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