

FIVE PRIME THERAPEUTICS INC
 Form 4
 June 26, 2015

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 *
 Knickerbocker Aron Marc

(Last) (First) (Middle)

C/O FIVE PRIME THERAPEUTICS, INC., TWO CORPORATE DRIVE

(Street)

SOUTH SAN FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 FIVE PRIME THERAPEUTICS INC [FPRX]

3. Date of Earliest Transaction (Month/Day/Year)
 06/24/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 SVP & Chief Business Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	06/24/2015		M	3,557 A \$ 5.54	49,365	D	
Common Stock	06/24/2015		M	15,921 A \$ 8.49	65,286	D	
Common Stock	06/24/2015		M	10,347 A \$ 8.49	75,633	D	
Common Stock	06/24/2015		M	6,471 A \$ 11.14	82,104	D	

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Common Stock 06/24/2015 M 1,788 A \$ 6.89 83,892 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 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
Employee Stock Option (right to buy)	\$ 5.54	06/24/2015		M	3,557	<u>(1)</u> 07/15/2022	Common Stock 3,557
Employee Stock Option (right to buy)	\$ 8.49	06/24/2015		M	15,921	<u>(2)</u> 07/13/2021	Common Stock 15,921
Employee Stock Option (right to buy)	\$ 8.49	06/24/2015		M	10,347	<u>(3)</u> 01/01/2022	Common Stock 10,347
Employee Stock Option (right to buy)	\$ 11.14	06/24/2015		M	6,471	<u>(4)</u> 08/21/2024	Common Stock 6,471
Employee Stock Option (right to buy)	\$ 6.89	06/24/2015		M	1,788	<u>(5)</u> 07/28/2020	Common Stock 1,788

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knickerbocker Aron Marc C/O FIVE PRIME THERAPEUTICS, INC. TWO CORPORATE DRIVE SOUTH SAN FRANCISCO, CA 94080	X		SVP & Chief Business Officer	

Signatures

/s/ Marc Belsky,
Attorney-in-fact

06/26/2015

__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) This option began vesting on July 12, 2012, at a rate of 1/48th per month.
 - (2) This option began vesting on July 14, 2011, at a rate of 1/48th per month.
 - (3) This option began vesting on January 2, 2012, at a rate of 1/48th per month.
 - (4) This option began vesting on September 22, 2014, at a rate of 1/48th per month.
 - (5) This option is fully vested and immediately exercisable.

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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