

PORTOLA PHARMACEUTICALS INC  
 Form 4  
 May 03, 2016

**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 \*  
 Dier Mardi

(Last) (First) (Middle)

C/O PORTOLA  
 PHARMACEUTICALS, INC., 270  
 EAST GRAND AVENUE

(Street)

SOUTH SAN  
 FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 PORTOLA PHARMACEUTICALS  
 INC [PTLA]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 05/01/2016

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)  
 Executive VP and CFO

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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	05/01/2016		A	16,250 (1) (2)	A \$ 0 16,250	D	

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

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 (9-02)

**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	\$ 23.76	05/01/2016		A	32,500 (2) (3)	05/01/2016	04/30/2026	Common Stock	32,500

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

Dier Mardi  
C/O PORTOLA PHARMACEUTICALS, INC.  
270 EAST GRAND AVENUE  
SOUTH SAN FRANCISCO, CA 94080

Executive VP and CFO

## Signatures

/s/ Mike Ouimette, as  
attorney-in-fact

05/02/2016

\_\_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) Grant of Restricted Stock Units ("RSU") that vests annually over three years commencing on March 1, 2016, subject to Reporting Person's Continuous Service as of each such date.
- (2) In May 2016, Issuer's Board of Directors ("Board") approved one-time retention equity awards to all employees hired prior to March 1, 2016, including the Issuer's executive officers. The Board believes these awards are critical to employee retention in a competitive labor market after a significant decline in the Issuer's stock price. For senior management, these equity awards consist of time-based RSUs and performance-based stock options earned on achievement of pivotal commercial, regulatory and manufacturing milestones through 2018.
- (3) Grant of an option to purchase 32,500 shares of common stock. The options vests in three equal installments based on Issuer's satisfaction of certain performance criteria for each of the fiscal years ending December 31, 2016, 2017, and 2018.

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.