

SPECTOR STEVEN W
 Form 4
 July 03, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 SPECTOR STEVEN W

2. Issuer Name and Ticker or Trading Symbol
 ARENA PHARMACEUTICALS INC [ARNA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 07/02/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP, General Counsel & Sec

C/O ARENA PHARMACEUTICALS, INC., 6166 NANCY RIDGE DRIVE

(Street)

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

SAN DIEGO, CA 92121

(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 | 07/02/2012 | | M | 16,666 A \$ 6 | 76,254 | D | |
| Common Stock | 07/02/2012 | | M | 22,699 A \$ 4.01 | 98,953 | D | |
| Common Stock | 07/02/2012 | | M | 30,000 A \$ 3.25 | 128,953 | D | |
| Common Stock | 07/02/2012 | | M | 45,000 A \$ 1.49 | 173,953 | D | |
| | 07/02/2012 | | S ⁽¹⁾ | 95,000 D | 78,953 | D | |

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| | | | | | | | |
|--------------|------------|--|-------------|--------|---|-----------------------------|----------|
| Common Stock | | | | | | \$ 9.9584 <u>(2)</u> | |
| Common Stock | 07/02/2012 | | <u>S(1)</u> | 39,365 | D | \$ 10.0377 <u>(3)</u> | 39,588 D |
| Common Stock | 07/03/2012 | | M | 22,300 | A | \$ 4.01 | 61,888 D |
| Common Stock | 07/03/2012 | | <u>S(1)</u> | 22,300 | D | \$ 10.05 | 39,588 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)

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) | \$ 6 | 07/02/2012 | | M | 16,666 | <u>(4)</u> 01/18/2014 | Common Stock 16,666 |
| Employee Stock Option (right to buy) | \$ 4.01 | 07/02/2012 | | M | 22,699 | <u>(5)</u> 03/17/2019 | Common Stock 22,699 |
| Employee Stock Option (right to buy) | \$ 3.25 | 07/02/2012 | | M | 30,000 | <u>(6)</u> 03/17/2020 | Common Stock 30,000 |
| Employee Stock | \$ 1.49 | 07/02/2012 | | M | 45,000 | <u>(7)</u> 03/15/2021 | Common Stock 45,000 |

Option
(right to
buy)

Employee
Stock

| | | | | | | | | |
|-----------------------------|---------|------------|---|--------|------------|------------|-----------------|--------|
| Option (right to buy) | \$ 4.01 | 07/03/2012 | M | 22,300 | <u>(5)</u> | 03/17/2019 | Common Stock | 22,300 |
|-----------------------------|---------|------------|---|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SPECTOR STEVEN W C/O ARENA PHARMACEUTICALS, INC. 6166 NANCY RIDGE DRIVE SAN DIEGO, CA 92121 | | | EVP, General Counsel & Sec | |

Signatures

Adam S. Chinnock, as
Attorney-in-Fact

07/03/2012

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on April 11, 2012.
The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$9.79 and \$10.10 per share, inclusive. The reporting person undertakes to provide Arena Pharmaceuticals, Inc., any security holder of Arena Pharmaceuticals, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes 2 and 3 to this Form 4.
- (2) The price reported in Column 4 is a weighted-average price. These shares were sold in multiple transactions at prices ranging from \$10.00 and \$10.10 per share, inclusive.
- (3) The options vested in four equal annual installments on January 18, 2005, 2006, 2007 and 2008, and were immediately exercisable.
- (4) The options vest in four equal annual installments, and are exercisable once vested. The first, second and third installments became exercisable on March 17, 2010, 2011 and 2012, and the fourth installment vests on March 17, 2013.
- (5) The options vest in four equal annual installments, and are exercisable once vested. The first and second installments became exercisable on March 17, 2011 and 2012, and the third and fourth installments vest on March 17, 2013 and 2014.
- (6) The options vest in four equal annual installments, and are exercisable once vested. The first installment became exercisable on March 15, 2012, and the second, third and fourth installments vest on March 15, 2013, 2014 and 2015.

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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