FORM 4

__Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 Filed By Romeo and Dye's Section 16 Filer www.section16.net

1. Name and Address of Reporting Person*				suei	Name and Ticker or T	Frading	Symbol	6. Relationship of Reporting Person(s)					
					leurocrine Biosciences	s, Inc.		to Issuer (Check all applicable)					
Hawran Paul W								_ Director10% Owner					
(Last) (First) (Middle)			3. I.I	R.S.	Identification Number	4. 9	statement for	$\underline{\mathbf{X}}$ Officer (give title below) Other (specify below)					
				epo	rting Person,	Mo	nth/Day/Year						
10555 Science Cer	iter Drive					14/03	Executive Vice President and CFO						
					-5 (****** 57								
(Street)						5. 1	f Amendment,	7. Individual or Joint/Group Filing (Check Applicable Line)					
						Da	e of Original	X Form filed by One Reporting Person					
San Diego, CA 92121							onth/Day/Year)	Form filed by More than One Reporting Person					
							5 7	Γ	1 0				
(City) (State) (Zip)					Table I — N	on-Der	ivative Securition	s Acquired, Disposed of, or Beneficially Owned					
1. Title of Security 2. Trans- 2A. Deemed 3. T				-	4. Securities Acquired	(A) or	Disposed of (D)	5. Amount of	6. Owner-	7. Nature of Indirect			
(Instr. 3)	action	Execution	action C	ode	(Instr. 3, 4 & 5)		,	Securities	ship Form:	Beneficial Ownership			
r í	Date	Date,	(Instr. 8)	.tr. 8)				Beneficially	Direct (D)	(Instr. 4)			
	(Month/ Day/	if any	Code	V	Amount	(A)	Price	Owned Follow-	or Indirect (I)	, í			
	Year)	(Month/Day/		·		or		ing Reported Transactions(s)	(Instr. 4)				
		Year)				(D)		(Instr. 3 & 4)	ſ (

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(0.8, F, 0.1,,,,,,														
1. Title of	2. Conver-	3. Trans-	3A.	4.	5. Number of Derivative		6. Date		7. Title and Amount		8. Price of	9. Number of	10.	11. Nature
Derivative	sion or	action	Deemed	Trans-	Securities Acc	Exercisable		of Underlying		Derivative	Derivative	Owner-	of Indirect	
Security	Exercise	Date	Execution	action	Disposed of (I	and Expiration		Securities		Security	Securities	ship	Beneficial	
	Price of		Date,	Code			Date		(Instr. 3 &	: 4)	(Instr. 5)	Beneficially	Form	Ownership
(Instr. 3)	Derivative	(Month/	if any		(Instr. 3, 4 & 5	5)	(Month/Day	y/	ľ			Owned	of	(Instr. 4)
Security	Day/ Year)	(Month/	(Instr. 8)			Year)					Following	Deriv-		
			Day/ Year)									Reported	ative	
												Transaction(s)	Security:	
				Code V	(A)	(D)	Date	Expira-	Title	Amount		(Instr. 4)	Direct	
								tion		or			(D)	
							cisable	Date		Number			or	
										of			Indirect	
										Shares			(I)	
													(Instr. 4)	
Forward	41.00	02/14/03		J/K ⁽¹⁾	<u>(1)</u>		02/14/03	02/15/05	Common	45,000	<u>(1</u>)	<u>(1)</u>	D	
Sale (Put									Stock					
Option)														

Explanation of Responses:

(1) On February 14, 2003, the reporting person entered into a prepaid forward purchase agreement pursuant to which, (i) the reporting person delivered to the broker, the shares listed in item 7 as collateral for the reporting person's obligations, (ii) the broker delivered to the reporting person, an agreed percentage of the market value of the shares lited in item 7 as collateral for broker's obligations, and (iii) the reporting erson is obligated to deliver to the broker payment in stock or cash pursuant to the following formula: at Maturity (two years from date of transaction) (Payment in Stock or Cash, if availabe): (1) If NBIX price is < downside protection price: reporting person pays Salomon Smith Barney Number of Shares X NBIX price; (2) if NBIX price is between downside protection price and capped upside protection price: reporting person pays Salomon Smith Barney Nuber of Shares x downside protection price e; (3) if NBIX price is > capped upside protection price: reporting person pays Salomon Smith Barney Number of Shares x downside protection price e; (3) if NBIX price is > capped upside protection price: reporting person pays Salomon Smith Barney Number of Shares x downside protection price divided by the capped upside protection price, and (iv) reporting person has an agreed participation above the capped upside protection price.

By: /s/ Margaret E. Valeur-Jensen

<u>02-18-03</u> Date

**Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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