SEC Form 4

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number 2225 0207

| | 3233-0201 | | | | |
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| Estimated average burd | den | | | | |
| hours per response: | 0.5 | | | | |
| | | | | | |

| 1. Name and Address of Reporting Person [*] <u>WIERENGA WENDALL</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>NEUROCRINE BIOSCIENCES INC</u> [NBIX] | | tionship of Reporting Perso all applicable) Director Officer (give title below) | n(s) to Issuer 10% Owner Other (specify below) | | | | | |
|--|---|----------------|--|------------------------|--|---|--|--|--|--|--|
| NEUROCRINE | (Last) (First) (Middle) NEUROCRINE BIOSCIENCES, INC. 12790 EL CAMINO REAL | | 3. Date of Earliest Transaction (Month/Day/Year) 01/19/2006 | | EVP, Research & Dev | velopment | | | | | |
| (Street) SAN DIEGO (City) | CA (State) | 92130 (Zip) | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | idual or Joint/Group Filing (Form filed by One Report Form filed by More than C Person | ing 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) | | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following | Form: Direct (D) or Indirect | 7. Nature of Indirect Beneficial Ownership |
|---------------------------------|--|---|------|---|---|---------------|-------|---|---------------------------------|---|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) |

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. Transa Code (8) | | of | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|--------|-----|--|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Stock Option ⁽¹⁾ | \$60.95 | 01/19/2006 | | A | | 20,000 | | 02/19/2006 | 01/19/2013 | Common Stock | 20,000 | \$60.95 | 20,000 | D | |
| Restricted Stock Units | (2) | 01/19/2006 | | A | | 5,000 | | (3) | (3) | Common Stock | 5,000 | \$0 | 5,000 | D | |

Explanation of Responses:

1. Represents option of which 1/48th of the shares underlying the option becomes vested and exercisable on February 19, 2006 and an additional 1/48th of the shares underlying the option becomes vested and exercisable each month thereafter.

2. Each restricted stock unit represents a contingent right to receive one share of Neurocrine Common Stock.

3. The restricted stock units will vest monthly at 1/36th of the units beginning February 19, 2006. Vested shares will be delivered to the reporting person in January following the year in which the reporting person terminates employment with Neurocrine

Remarks:

Margaret E. Valeur-Jensen, By

Power of Attorney

01/23/2006

** Signature of Reporting Person Date

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).

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.