SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject t	C
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: 3235-0287										
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hours per response:	0.5									

1. Name and Address of Reporting Ferson			2. Issuer Name and Ticker or Trading Symbol NEUROCRINE BIOSCIENCES INC NBIX	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
SHERWIN ST	<u>FEPHEN A</u>			Х	Director	10% Owner			
(1. oot)	st) (First) (Middle)				Officer (give title below)	Other (specify below)			
(Last) (First) (Middle) 12780 EL CAMINO REAL		(middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/16/2014		50.01.)				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing (Check Applicable			
SAN DIEGO	CA	92130		Х	Form filed by One Report	ing Person			
(City)	(State)	(Zip)			Form filed by More than C Person	One Reporting			

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)						5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	04/16/2014		М		12,000	Α	\$12.37	13,531(1)	D	
Common Stock	04/16/2014		F		10,725	D	\$13.84	2,806 ⁽¹⁾	D	

 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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	3, 4 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Stock Option	\$12.37	04/16/2014		М			12,000	07/01/2007	06/01/2014	Common Stock	12,000	\$ <mark>0</mark>	0	D	

Explanation of Responses:

1. The share issuance reported on Table I reflects shares issued upon the exercise of options granted on June 1, 2007, which, if unexercised, would have expired on June 1, 2014. The option exercises are reported on Table II. These option exercises were pursuant to a net issuance arrangement effected under the issuer's equity incentive plan. The number of shares issued pursuant to the net issuance arrangement was calculated as follows: the option exercises price (\$12.37) was subtracted from the April 16, 2014 market close price (\$13.84), and this net amount (\$1.47) was then multiplied by the number of options (12,000), with the resulting amount then divided by the market close price to result in a net issuance of 1,275 shares to the optionee. The 10,725 shares underlying the remaining portion of the options are not available for reissuance, and no shares are sold into the market as part of the exercise in connection with a net issuance program.

Remarks:

Timothy P. Coughlin, By Power 04/18/2014

<u>of Attorney</u>

** 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.