FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Title of Consulty (Instr. 2)				24 Doomod	2	A Securities Acquired (A)	or	5 Amount of	, 7	6 Ownerchin	7 Nature	
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
(City)	(State)	(Zip)					X		•	e Reporting Pers e than One Rep		
(Street)			4. If An	nendment, Date of	Original Filed	(Month/Day/Year)	Line)		·	Filing (Check A		
(Last) (First) (Middle)				of Earliest Transac /2003	ction (Month/D	ay/Year)	A	below) Vice Presi	vice President Research		em)	
SAUNDERS JOHN				er Name <b>and</b> Ticke I <mark>ROCRINE B</mark>		ymbol ICES INC [ NBIX		elationship of Reportir eck all applicable) Director Officer (give title		10% (		
IIISII UCIIOI	11(0).		or Sec	ction 30(h) of the In	vestment Con	pany Act of 1940			respon		0.5	

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. Transa Code ( 8)		4. Securities Disposed Of 5)	Acquired (D) (Instr.	(A) or 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	05/21/2003		A <sup>(2)</sup>		10,000	A	5.375	20,000	D			
Common Stock	05/21/2003		S		1,800	D	47.37	18,200	D			
Common Stock	05/21/2003		S		300	D	47.44	17,900	D			
Common Stock	05/21/2003		S		200	D	47.41	17,700	D			
Common Stock	05/21/2003		S		100	D	47.4	17,600	D			
Common Stock	05/21/2003		S		500	D	47.32	17,100	D			
Common Stock	05/21/2003		S		400	D	47.341	16,700	D			
Common Stock	05/21/2003		S		200	D	47.33	16,500	D			
Common Stock	05/21/2003		S		300	D	47.331	16,200	D			
Common Stock	05/21/2003		S		100	D	47.29	16,100	D			
Common Stock	05/21/2003		S		300	D	47.25	15,800	D			
Common Stock	05/21/2003		S		100	D	47.22	15,700	D			
Common Stock	05/21/2003		S		3,600	D	47.12	12,100	D			
Common Stock	05/21/2003		S		100	D	47.1	12,000	D			
Common Stock	05/21/2003		S		100	D	47.18	11,900	D			
Common Stock	05/21/2003		S		200	D	47.21	11,700	D			
Common Stock	05/21/2003		S		100	D	47.23	11,600	D			
Common Stock	05/21/2003		S		100	D	47.152	11,500	D			
Common Stock	05/21/2003		S		200	D	47.19	11,300	D			
Common Stock	05/21/2003		S		300	D	47.06	11,000	D			
Common Stock	05/21/2003		S		100	D	47.2	10,900	D			
Common Stock	05/21/2003		S		100	D	47.15	10,800	D			
Common Stock	05/21/2003		S		100	D	47.08	10,700	D			
Common Stock	05/21/2003		S		700	D	47.09	10,000	D			

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

(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 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)
Security	or Exercise Price of Derivative		if any	Code (Instr.	Derivative Securities Acquired (A) or Disposed of (D) (Instr.		Underlying Derivative Security	Security	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect	Ē

		-	able II - Deriv (e.g.,					uired, Dis , options,				Owned			
1. Title of  Derivative  Security (Instr. 3)	2. Gonversion or Exercise Price of Derivative Security	3. Transaction  Date  (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)  FANU(61)er  of Code (Instr. 8)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)					bakerdistand and Titflette of Section (Date of Section (Day/Year) Underly Derivati		Titlettle and Shaoesnt of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.  - Gwnership 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				
Statutory Stock Option	5.375	05/21/2003		M <sup>(1)</sup>			10,000	04/02/1999	03/02/2009	Common Stock	10,000	\$5.375	16,725	D	

## **Explanation of Responses:**

- 1. Exercise of derivative security exempted pursuant to Rule 16b-3.
- $2.\ Holdings\ of\ 05/21/2003\ exercise\ of\ underlying\ derivative\ security\ reported\ in\ Table\ II.$

Margaret E. Valeur-Jensen 05/23/2003

\*\* 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.

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