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
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Coughlin Timothy P			2. Issuer Name and Ticker or Trading Symbol <u>NEUROCRINE BIOSCIENCES INC</u> [NBIX]		tionship of Reporting Pers all applicable) Director Officer (give title below)	on(s) to Issuer 10% Owner Other (specify below)	
(Last)	(First) BIOSCIENCES.	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/18/2014		Officer		
NEUROCRINE BIOSCIENCES, INC. 12780 EL CAMINO REAL			12/10/2014				
			4. If Amendment, Date of Original Filed (Month/Day/Year)		dividual or Joint/Group Filing (Check Applicable		
(Street) SAN DIEGO	СА	92130		Line) X	Form filed by One Repo	orting Person	
					Form filed by More thar Person	One Reporting	
(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)			4. Securities Disposed Of			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)		(1150.4)		
Common Stock	12/18/2014		М		20,000	A	\$2.59	117,874	D			
Common Stock	12/18/2014		S ⁽²⁾		10,000	D	\$23.25	107,874	D			
Common Stock	12/18/2014		S ⁽²⁾		10,000	D	\$23.11 ⁽³⁾	97,874	D			
Common Stock	12/19/2014		М		10,000	A	\$2.59	107,874	D			
Common Stock	12/19/2014		S ⁽²⁾		10,000	D	\$24.02(4)	97,874	D			

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

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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)		ion 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				
Nonstatutory Stock Option	\$2.59	12/18/2014		М			20,000	(1)	05/11/2017	Common Stock	20,000	\$2.59	120,000	D	
Nonstatutory Stock Option	\$2.59	12/19/2014		М			10,000	(1)	05/11/2017	Common Stock	10,000	\$2.59	110,000	D	

Explanation of Responses:

1. The option was granted May 11, 2010 and vested in 36 equal monthly installments beginning June 11, 2010.

2. The dispositions reported in this Form 4 were effected by a broker pursuant to instructions set forth in a Rule 10b5-1 trading plan adopted by the Reporting Person at least 90 days prior to the transaction date in Box 3 above. Additionally, Issuer policy restricts the Reporting Person from amending, canceling, suspending or otherwise modifying any 10b5-1 trading plan subsequent to adoption of the plan.

3. Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$23.00 to \$23.33. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

4. Represents a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.00 to \$24.06. The Reporting Person has provided to the issuer, and will provide to any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

Remarks:

/s/ Darin Lippoldt, By Power of Attorney 12/19/2014

** 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.