#### ARRAY BIOPHARMA INC

Form 4

October 06, 2009

## FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

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456,473

119,950

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Common

Common

Stock

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person ** SNITMAN DAVID		Symbol	2. Issuer Name and Ticker or Trading Symbol ARRAY BIOPHARMA INC				5. Relationship of Reporting Person(s) to Issuer			
		[ARRY]					(Che	ck all applicable	e)	
(Last)	(First) (Mid	, , , , , , , , , , , , , , , , , , , ,	3. Date of Earliest Transaction (Month/Day/Year)			X Director X Officer (giv	ve title Oth	Owner or (specify		
3200 WALNUT STREET		`	10/05/2009				below) below) COO and VP, Business Devel.			
(Street) 4. If Am			Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
		Filed(Mon	th/Day/Year)	)			Applicable Line)	0 D ( D		
BOULDER, CO 80301							_X_ Form filed by One Reporting Person Form filed by More than One Reporting			
boolber,	, CO 60301						Person			
(City)	(State) (Zi	ip) Table	e I - Non-D	erivative S	ecurit	ies Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date		3.			•	5. Amount of	6. Ownership		
Security (Instr. 3)		Execution Date, if any	Transaction Code	ion(A) or Disposed of (D)			Securities Beneficially	Form: Direct (D) or	Indirect Beneficial	
(IIIsu. 3)		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4	4 and 5	6)	Owned	Indirect (I)	Ownership	
		, ,	,	,			Following	(Instr. 4)	(Instr. 4)	
					(A)		Reported Transaction(s)			
					or	ъ.	(Instr. 3 and 4)			
Common			Code V	Amount 26,424	(D)	Price				
Stock	10/05/2009		A	(1)	A	\$0	916,395	D		

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

By Grat

By Trusts For

Benefit Of

Minor Children

#### Edgar Filing: ARRAY BIOPHARMA INC - Form 4

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SEC 1474 (9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security				Acquired						Follo
	-				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									mannt		
									mount		
						Date	Expiration	O1			
						Exercisable	Date		umber		
				G 1 17	(A) (D)			of			
				Code V	(A) (D)			S	hares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
SNITMAN DAVID			COO and				
3200 WALNUT STREET	X		VP, Business				
BOULDER, CO 80301			Devel.				

## **Signatures**

R. Michael Carruthers, attorney-in-fact for Reporting	10/06/2009
Person	10/00/2009

# **Explanation of Responses:**

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

\*\*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).

These fully vested shares were issued as a bonus to the reporting person pursuant to the fiscal 2009 Performance Bonus Program and the (1) Array BioPharma Inc. Amended and Restated Stock Option and Incentive Plan, as previously disclosed by the issuer in its proxy statement filed with the SEC on September 18, 2009.

Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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