

RIGEL PHARMACEUTICALS INC
 Form 4
 April 21, 2017

FORM 4

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

OMB APPROVAL

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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 OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RODRIGUEZ RAUL R

2. Issuer Name and Ticker or Trading Symbol
**RIGEL PHARMACEUTICALS INC
 [RIGL]**

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
**RIGEL PHARMACEUTICALS,
 INC., 1180 VETERANS BLVD.**
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
04/19/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO, President

**SOUTH SAN
 FRANCISCO, CA 94080**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting 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)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Amount		Price

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

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 (9-02)

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. 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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 3.59	04/19/2017		A		75,000		(1)	02/27/2024	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 2.74	04/19/2017		A		400,000		(2)	01/26/2026	Common Stock	400,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RODRIGUEZ RAUL R RIGEL PHARMACEUTICALS, INC. 1180 VETERANS BLVD. SOUTH SAN FRANCISCO, CA 94080	X		CEO, President	

Signatures

/s/ Dolly Vance
(Attorney-in-Fact) 04/21/2017

**Signature of Reporting Person Date

Explanation of Responses:

* 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).

On February 27, 2014 the reporting person was granted an option to purchase 150,000 shares of common stock. The option vested based on the Compensation Committee's determination that one or more pre-established performance conditions had been achieved. As

(1) previously reported on April 4, 2016, the Compensation Committee determined that the performance condition had been achieved with respect to 75,000 shares of common stock. On April 19, 2017, the Compensation Committee determined that the performance conditions had been achieved with respect to the remaining 75,000 shares of common stock, resulting in full vesting of the option.

(2) On January 26, 2016 the reporting person was granted an option to purchase 400,000 shares of common stock. The option vested based on the Compensation Committee's determination that one or more pre-established performance conditions had been achieved. On April 19, 2017, the Compensation Committee determined that the performance conditions had been achieved, resulting in full vesting of the option.

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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