

BVF PARTNERS L P/IL
 Form 4
 April 30, 2003

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| <p>FORM 4</p> <p><input type="checkbox"/> Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).</p> <p>(Print or Type Responses)</p> | <p>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</p> <p>Washington, D.C. 20549</p> <p>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP</p> <p>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</p> | <p>OMB APPROVAL</p> <hr/> <p>OMB Number: 3235-0287 Expires: January 31, 2005 Estimated average burden hours per response. . . 0.5</p> |
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| <p>1. Name and Address of Reporting Person *</p> <p>BVF Partners L.P.</p> <p>(Last) (First) (Middle)</p> <p>227 West Monroe Street, Suite 4800</p> <p>(Street)</p> <p>Chicago, Illinois 60606</p> <p>(City) (State) (Zip)</p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>Array BioPharma, Inc. (ARRY)</p> | <p>4. Statement for (Month/Day/Year)</p> <p>April 28, 2003</p> | <p>6. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director</p> <p><input checked="" type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer (give title below)</p> <p><input type="checkbox"/> Other (specify below)</p> <p>7. Individual or Joint/Group Filing (Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person</p> <p><input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
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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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
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|--------------|---------|--|---|--|---------|---|----------|-----------|-----|--------|
| Common Stock | 4/28/03 | | P | | 2,500 | A | \$2.3033 | | (I) | (1)(2) |
| Common Stock | 4/28/03 | | P | | 2,000 | A | \$2.3033 | | (I) | (1)(3) |
| Common Stock | 4/28/03 | | P | | 4,000 | A | \$2.3033 | | (I) | (1)(4) |
| Common Stock | 4/29/03 | | P | | 90,000 | A | \$2.2700 | | (I) | (1)(2) |
| Common Stock | 4/29/03 | | P | | 51,000 | A | \$2.2700 | | (I) | (1)(3) |
| Common Stock | 4/29/03 | | P | | 138,000 | A | \$2.2700 | | (I) | (1)(4) |
| | | | | | | | | 3,865,035 | | |

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. 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) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: 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 | | | | | | |
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Explanation of Responses:

(1) The shares reported in this response are indirectly beneficially owned by BVF Partners L.P., a Delaware limited partnership (Partners), the designated filer of this joint filing on Form 4, and by its general partner, BVF Inc., a Delaware corporation (BVF Inc.), which is also an investment advisor to Partners. Partners is the general partner of Biotechnology Value Fund, L.P., a Delaware limited partnership (BVF, L.P.) and Biotechnology Value Fund II, L.P., a Delaware limited partnership (BVF2, L.P.), both investment limited partnerships. Partners also is the manager of BVF Investments L.L.C., a Delaware limited liability company (Investments). Pursuant to the operating agreement of Investments, Partners is authorized, among other things, to invest the funds of Ziff Asset Management, L.P., the majority member of Investments, in the shares of Common Stock reported in Table I as being beneficially owned by Investments. Mark N. Lampert is the sole shareholder and sole director of BVF Inc., and is an officer of BVF Inc. This joint filing on Form 4 shall not be deemed an admission that Mark N. Lampert is, for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise, the beneficial owner of any equity securities covered by this joint filing.

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| (2) | Shares are directly beneficially owned by BVF, L.P. |
| (3) | Shares are directly beneficially owned by BVF2, L.P. |
| (4) | Shares are directly beneficially owned by Investments. |

BVF Partners L.P.

By: BVF Inc., its general partner

/s/ Mark N. Lampert

** Signature of Reporting Person

April 30, 2003

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.

<http://www.sec.gov/divisions/corpfin/forms/form4.htm>

Last update: 09/05/2002

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Listing of the names and addresses of other reporting persons:

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|--|--|--------------------------------|
| <p>1. Biotechnology Value Fund, L.P. 227 West Monroe Street, Suite 4800 Chicago, Illinois 60606</p> | <p>BIOTECHNOLOGY VALUE FUND, L.P. By: BVF Partners L.P., its general partner By: BVF Inc., its general partner By: /s/ Mark N. Lampert **Signature of Reporting Person Authorized Signatory</p> | <p>April 30, 2003 Date</p> |
| <p>2. Biotechnology Value Fund II, L.P. 227 West Monroe Street, Suite 4800 Chicago, Illinois 60606</p> | <p>BIOTECHNOLOGY VALUE FUND II, L.P. By: BVF Partners L.P., its general partner By: BVF Inc., its general partner By: /s/ Mark N. Lampert **Signature of Reporting Person Authorized Signatory</p> | <p>April 30, 2003 Date</p> |
| <p>3. BVF Investments, L.L.C. 227 West Monroe Street, Suite 4800 Chicago, Illinois 60606</p> | <p>BVF INVESTMENTS, L.L.C. By: BVF Partners L.P., its manager By: BVF Inc., its general partner By: /s/ Mark N. Lampert **Signature of Reporting Person Authorized Signatory</p> | <p>April 30, 2003 Date</p> |
| <p>4. BVF Inc. One Sansome Street, 31st Floor San Francisco, California 94104</p> | <p>BVF INC. By: /s/ Mark N. Lampert **Signature of Reporting Person Authorized Signatory</p> | <p>April 30, 2003 Date</p> |
| <p>5. Mark N. Lampert One Sansome Street, 31st Floor San Francisco, California 94104</p> | <p>By: /s/ Mark N. Lampert **Signature of Reporting Person Authorized Signatory</p> | <p>April 30, 2003 Date</p> |
