

CTI BIOPHARMA CORP
 Form 4
 December 23, 2015

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 *
SEELEY BRUCE J.

2. Issuer Name and Ticker or Trading Symbol
CTI BIOPHARMA CORP [ctic]

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

(Last) (First) (Middle)
3101 WESTERN AVENUE, SUITE 600
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/23/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Chief Commercial Officer

SEATTLE, WA 98121
 (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 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 (D) Price		

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

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 control number.

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 Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(Instr. 3, 4, and 5) V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Rights ⁽¹⁾	\$ 0	12/23/2015	D		406,483	<u>(1)</u>	Common Stock
Employee Stock Option (Right to Buy)	\$ 1.24	12/23/2015	A	1,100,000		<u>(2)</u> 12/23/2015	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEELEY BRUCE J. 3101 WESTERN AVENUE SUITE 600 SEATTLE, WA 98121			EVP, Chief Commercial Officer	

Signatures

By: Louis A. Bianco, Attorney-in-fact For: Bruce J. Seeley

 **Signature of Reporting Person

12/23/2015

 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).
 In a Form 4 filed on July 29, 2015, the reporting person reported the acquisition of the number of performance rights identified in the table above that related to the issuer's achievement of a market capitalization goal. That award no longer represents the right to receive shares of the issuer's common stock. Instead, if the applicable performance goal is achieved by December 31, 2016, the reporting person will be entitled to the grant of a stock option with respect to the same number of shares that would have been issued to the reporting person upon achievement of the goal under the original terms of the award.
- (1) The option is scheduled to vest in eight semi-annual installments over the four-year period following the grant date, subject to the reporting person's continued employment or service with the issuer through the applicable vesting date.
- (2) The option is scheduled to vest in eight semi-annual installments over the four-year period following the grant date, subject to the reporting person's continued employment or service with the issuer through the applicable vesting 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.