

Smith Alan K.
Form 4
January 04, 2019

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 *
Smith Alan K.

2. Issuer Name and Ticker or Trading Symbol
BELLICUM
PHARMACEUTICALS, INC
[BLCM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
EVP, Technical Operations

(Last) (First) (Middle)

C/O BELLICUM
PHARMACEUTICALS, INC., 2130
W. HOLCOMBE BLVD., STE. 800

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2019

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

HOUSTON, TX 77030

(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) | 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) Price | | | |
| Common Stock | 01/02/2019 | | M | 2,344 A | 4,431 | D | |
| Common Stock | 01/02/2019 | | F(2) | 883 D \$ 3.33 | 3,548 | D | |
| Common Stock | 01/03/2019 | | M | 1,562 A | 5,110 | D | |
| Common Stock | 01/03/2019 | | F(3) | 589 D \$ 3.2 | 4,521 | D | |

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

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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 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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (1) | 01/02/2019 | | M | 2,344 | (4) (4) | Common Stock | 2,344 |
| Restricted Stock Units | (1) | 01/03/2019 | | M | 1,562 | (5) (5) | Common Stock | 1,562 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Smith Alan K. C/O BELLICUM PHARMACEUTICALS, INC. 2130 W. HOLCOMBE BLVD., STE. 800 HOUSTON, TX 77030 | | | EVP, Technical Operations | |

Signatures

/s/ Rosemary Y. Williams,
Attorney-in-Fact
01/04/2019

**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).

- (1) Each Restricted Stock Unit (the "RSU") represents a contingent right to receive one share of the Issuer common stock.
- (2)

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Represents the number of shares withheld by and surrendered to the Issuer on January 2, 2019, to satisfy tax withholding obligations that arose in connection with the vesting of the RSUs granted to the reporting person on January 2, 2018 for 9,375 shares.

- (3) Represents the number of shares withheld by and surrendered to the Issuer on January 3, 2019, to satisfy tax withholding obligations that arose in connection with the vesting of the RSUs granted to the reporting person on January 3, 2017 for 6,250 shares.
- (4) The RSUs vest in four equal annual installments beginning on January 2, 2019.
- (5) The RSUs vest in four equal annual installments beginning on January 3, 2018.

Remarks:

EXHIBIT LIST: EX-24 Power of Attorney

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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