HALOZYME THERAPEUTICS INC
Form 4
May 20, 2013

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
KIRK RANDAL J

(Last) (First) (Middle)

C/O THIRD SECURITY, LLC, 1881 GROVE AVENUE

(Street)

RADFORD, VA 24141

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HALOZYME THERAPEUTICS INC [HALO]

3. Date of Earliest Transaction (Month/Day/Year)
05/16/2013

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ Officer (give title below)
__X__ 10% Owner
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/16/2013		A		20,000 (1)	A	$ 0	3,470,000	D	
Common Stock								2,685,415	I	by R.J. Kirk DOT (2) (3)
Common Stock								263,200	I	by JPK 2012 (2) (3)
Common Stock								42,319	I	by Kellie L. Banks LTT (2) (3)

Common Stock	3,977,445	I	by Kapital Joe (3)
Common Stock	331,395	I	by JPK 2009 (3)
Common Stock	331,394	I	by MGK 2009 (3)
Common Stock	293,000	I	by JPK 2008 (3)
Common Stock	293,000	I	by MGK 2008 (3)
Common Stock	293,000	I	by ZSK 2008 (3)
Common Stock	10,945	I	by Lotus Capital (3)
Common Stock	135,000	I	by Staff 2001 (3)
Common Stock	1,326,320	I	by NRM IV (3)
Common Stock	6,328,853	I	by NRM V (3)

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

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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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRK RANDAL J C/O THIRD SECURITY, LLC 1881 GROVE AVENUE RADFORD, VA 24141	X	X		

Signatures

/s/ Randal J. Kirk	05/20/2013
**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) Represents annual restricted stock grant as compensation for services pursuant to the 2008 Outside Directors' Stock Plan. This grant will vest on the first day the outside director may trade Halozyme's common stock in compliance with Halozyme's Insider Trading Policy that occurs after the date immediately preceding the annual meeting following the date of grant.

(2) Kirkfield, L.L.C. was liquidated effective as of August 31, 2012, and in connection therewith the assets, including HALO shares held thereby, were distributed pro-rata to its members or their designees. Such liquidation constituted a change in form of beneficial ownership over the shares that were distributed to R.J. Kirk Declaration of Trust ("R.J. Kirk DOT"), JPK 2012, LLC ("JPK 2012") and the Kellie L. Banks (2009) Long Term Trust ("Kellie L. Banks LTT"). Randal J. Kirk continues to control each of R.J. Kirk DOT, JPK 2012 and Kellie L. Banks LTT.

(3) Randal J. Kirk controls each of R.J. Kirk DOT, JPK 2012, Kellie L. Banks LTT, Kapital Joe, LLC ("Kapital Joe"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), Lotus Capital (2000) Company, Inc. ("Lotus Capital"), Third Security Staff 2001 LLC ("Staff 2001"), New River Management IV, LP ("NRM IV") and New River Management V, LP ("NRM V"). Shares held by these entities may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk. Mr. Kirk disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

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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