

ARROWHEAD RESEARCH CORP
 Form 4
 March 06, 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 *
 Anzalone Christopher Richard

2. Issuer Name and Ticker or Trading Symbol
 ARROWHEAD RESEARCH CORP
 [ARWR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 225 SOUTH LAKE AVENUE,
 SUITE 1050

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/04/2015

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

(Street)
 PASADENA, CA 91101

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

(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)
				Code V	Amount or Price		
Common Stock	03/04/2015			A	360,000 (1)	A	\$ 0 620,173 D

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)

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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
Stock Options	\$ 7.75	03/06/2015		A		<u>(3)</u>	03/06/2025 ⁽⁴⁾	Common Stock	300,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Anzalone Christopher Richard 225 SOUTH LAKE AVENUE, SUITE 1050 PASADENA, CA 91101	X		President and CEO	

Signatures

Christopher R. Anzalone	03/06/2015
**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 the maximum number of shares underlying a restricted stock unit that may be earned based on the achievement of certain predetermined performance goals related to the advancement of the Company's clinical programs and business development over three to five years. If the performance goals are not met within the required time periods, the award will be forfeited in part or in whole.
 - (2) Represents the maximum number of shares issuable pursuant to the stock option grant that vest based on the achievement of certain predetermined goals related to the advancement of the Company's clinical programs and business development over three to five years. If the performance goals are not met within the required time periods, the award will be forfeited in part or in whole.
 - (3) Vests and become exercisable over a three to five year period if performance goals are met.
 - (4) Stock option has a maximum ten year term, but may expire earlier if performance goals are not met.

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.