

Reynolds Thomas C
Form 4
January 17, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Reynolds Thomas C

2. Issuer Name and Ticker or Trading Symbol
SEATTLE GENETICS INC /WA [SGEN]

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

(Last) (First) (Middle)
21823 30TH DRIVE SE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Chief Medical Officer

BOTHELL, WA 98021

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock	01/15/2013		M		3,679	A	\$ 11.09
Common Stock	01/15/2013		S ⁽¹⁾		3,679	D	\$ 28.0058
Common Stock	01/15/2013		M		35,492	A	\$ 11.09
Common Stock	01/15/2013		S ⁽⁴⁾		35,492	D	\$ 28
Common Stock	01/15/2013		M		35,493	A	\$ 11.09

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Common Stock	01/15/2013	S ⁽¹⁾	35,493	D	\$ 28	57,601 ⁽³⁾	D
Common Stock	01/15/2013	M	33,643	A	\$ 12.16	91,244	D
Common Stock	01/15/2013	S ⁽¹⁾	33,643	D	\$ 28.0058 ⁽²⁾	57,601 ⁽³⁾	D
Common Stock	01/15/2013	M	12,605	A	\$ 12	70,206	D
Common Stock	01/15/2013	S ⁽¹⁾	12,605	D	\$ 28.0058 ⁽²⁾	57,601 ⁽³⁾	D
Common Stock	01/15/2013	M	4,167	A	\$ 15.46	61,768	D
Common Stock	01/15/2013	S ⁽⁴⁾	4,167	D	\$ 28.0058 ⁽²⁾	57,601 ⁽³⁾	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)

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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 11.09	01/15/2013		M	3,679	⁽⁵⁾ 08/27/2018	Common Stock 3,679
Non-Qualified Stock Option (right to buy)	\$ 11.09	01/15/2013		M	35,492	⁽⁵⁾ 08/27/2018	Common Stock 35,492
Non-Qualified Stock Option	\$ 11.09	01/15/2013		M	35,493	⁽⁵⁾ 08/27/2018	Common Stock 35,493

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(right to buy)									
Non-Qualified Stock Option (right to buy)	\$ 12	01/15/2013		M	12,605	<u>(6)</u>	08/27/2020	Common Stock	12,605
Non-Qualified Stock Option (right to buy)	\$ 12.16	01/15/2013		M	33,643	<u>(7)</u>	08/25/2019	Common Stock	33,643
Non-Qualified Stock Option (right to buy)	\$ 15.46	01/15/2013		M	4,167	<u>(8)</u>	08/24/2021	Common Stock	4,167

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reynolds Thomas C 21823 30TH DRIVE SE BOTHELL, WA 98021			Chief Medical Officer	

Signatures

Thomas C. Reynolds	01/17/2013
<u> </u> **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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Dr. Reynolds on December 13, 2012.
- (2) \$28.0058 represents an average price per share for the shares sold on 1/15/2013. The sell price for shares sold on this day ranged from \$27.36 to 28.27.
- (3) Amount of securities beneficially owned following reported transactions includes 53,886 Restricted Stock Units subject to vesting.
- (4) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by Dr. Reynolds on November 8, 2011.
- (5) Shares vested at a rate of 25% on 8/27/09 and monthly thereafter until all the shares were fully vested on 8/27/12.
- (6) Shares shall vest at a rate of 25% on 8/27/11 and monthly thereafter until all the shares are fully vested on 8/27/14.
- (7) Shares shall vest at a rate of 25% on 8/25/10 and monthly thereafter until all the shares are fully vested on 8/25/13.
- (8) Shares shall vest at a rate of 25% on 8/24/12 and monthly thereafter until all the shares are fully vested on 8/24/15.

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.