

SECURITIES AND EXCHANGE COMMISSION

FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2004-02-12** | Period of Report: **2003-12-31**
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ISSUER

CORIXA CORP

CIK: **1042561** | IRS No.: **911654387** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2836** Biological products, (no diagnostic substances)

Mailing Address
1124 COLUMBIA STREET
SUTIE200
SEATTLE WA 98104

Business Address
1124 COLUMBIA STREET
SUITE 200
SEATTLE WA 98104
2066675711

REPORTING OWNER

GRABSTEIN KENNETH

CIK: **1236199**
Type: **4/A** | Act: **34** | File No.: **000-22891** | Film No.: **04593887**

Business Address
6121 86TH SE
MERCER ISLAND WA 98040
206 754 5719

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

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

1. Name and Address of Reporting Person GRABSTEIN KENNETH			2. Issuer Name and Ticker or Trading Symbol CORIXA CORP [CRXA]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Exec. VP, Product Development		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2003			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
1124 COLUMBIA STREET, SUITE 200			4. If Amendment, Date Original Filed(Month/Day/Year) 01/05/2004					
(Street)								
SEATTLE, WA 98104								
(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	(A) or (D)	Price			
Common Stock								139,473 ⁽¹⁾	D	
Common Stock								36,270	I	By Trust

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Incentive Stock Option (right to buy)	\$6.04	12/31/2003		A		17,100		01/01/2004 ⁽²⁾	12/31/2013	Common Stock	17,100	\$6.04	17,100	D	
Non-Qualified Stock Option (right to buy)	\$6.04	12/31/2003		A		23,400		01/01/2004 ⁽²⁾	12/31/2013	Common Stock	23,400	\$6.04	23,400	D	

Explanation of Responses:

1. Includes 1,799 shares of Common Stock acquired in 2003, under Corixa's Employee Stock Purchase Plan.
2. The option is exercisable in 48 equal monthly installments, commencing one month after the date of grant.

Signatures

Greg Cox (Attorney in fact) for: Ken Grabstein

** Signature of Reporting Person

02/12/2004

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.