

SECURITIES AND EXCHANGE COMMISSION

FORM 3

Filing Date: **2010-06-01** | Period of Report: **2010-05-07**
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REPORTING OWNER

Parkinson David Ross

CIK: **1451935**

Type: **3** | Act: **34** | File No.: **001-32979** | Film No.: **10871177**

Mailing Address
*C/O FACET BIOTECH
CORPORATION
1400 SEAPORT BLVD
REDWOOD CITY CA 94063*

ISSUER

THRESHOLD PHARMACEUTICALS INC

CIK: **1183765** | IRS No.: **943409596** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **2834** Pharmaceutical preparations

Mailing Address
*1300 SEAPORT BOULEVARD
REDWOOD CITY CA 94063*

Business Address
*1300 SEAPORT BOULEVARD
REDWOOD CITY CA 94063
650 474 8200*

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person <u>Parkinson David Ross</u> (Last) (First) (Middle) <u>C/O FACET BIOTECH CORPORATION, 1400 SEAPORT BLVD</u> (Street) <u>REDWOOD CITY, CA 94063</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/07/2010</u>	3. Issuer Name and Ticker or Trading Symbol <u>THRESHOLD PHARMACEUTICALS INC [THLD]</u>		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)
				6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy) ⁽¹⁾	⁽²⁾	05/06/2020	Common Stock	25,000	\$1.59	D	

Explanation of Responses:

- The stock option was granted pursuant to the Threshold Pharmaceuticals, Inc. 2004 Amended and Restated Equity Incentive Plan.
- The option vests in 36 equal monthly increments commencing May 7, 2010.

Signatures

David Parkinson by Joel Fernandes, attorney-in-fact

** Signature of Reporting Person

06/01/2010

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.

