LYONS GARY A Form 4 February 14, 2003

## FORM 4

\_ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## 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

#### **OMB APPROVAL**

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| 1. Name and Ac       |                      |             | me <b>and</b> Tic<br>ocrine Bio |                   |                   |   | 6. Relationship<br>Person(s)<br>to Issuer (Checl              | 1 0             |                               |                                     |  |  |  |
|----------------------|----------------------|-------------|---------------------------------|-------------------|-------------------|---|---|-----------------|-------------------------------|-------------------------------------|--|--|--|
| (Last) 10555 Science | of Reporting Person, |             |                                 |                   |                   | Statement for onth/Day/Year 1/12/03                     | Director<br>10% Owner<br>X Officer (give<br>Other (specify by |                 |                               |                                     |  |  |  |
|                      |                      |             |                                 |                   |                   |   | President and Officer   | Chief Executive |                               |                                     |  |  |  |
|                      | (Street)             |             |                                 |                   |                   |   |   | If Amendment,   | 7. Individual or              | 7. Individual or Joint/Group Filing |  |  |  |
| , ,                  |                      |             |                                 |                   |                   |   | Da  | ate of Original | (Check Applicable Line)       |                                     |  |  |  |
| San Diego, CA        | 92121                |             | <u>'</u>                        |                   |                   |   |   | Ionth/Day/Year) | X Form filed by One Reporting |                                     |  |  |  |
| ,                    |                      |             |                                 |                   |                   |   |   |                 | Person                        |                                     |  |  |  |
|                      | 1                    |             |                                 |                   |                   |   | Form filed by More than One Reporting Person                  |                 |                               |                                     |  |  |  |
|                      |                      |             |                                 |                   |                   |   | on  |                 |                               |                                     |  |  |  |
| (City                | Γ                    | able        | I Non-I                         | Derivat           | ive Se            | Securities Acquired, Disposed of, or Beneficially Owned |   |                 |                               |                                     |  |  |  |
| 1. Title of          | 2. Trans-            | 2A. Deemed  | 3. Trans                        | -                 | 4. Securitie      | es Acqu   | iired   | 5. Amount of    | 6. Owner-                     | 7. Nature of                        |  |  |  |
| Security             | action               | Execution   | action Code (A) or Disposed of  |                   |                   | f (D)   | Securities  | ship Form:      | Indirect                      |                                     |  |  |  |
| (Instr. 3)           | Date                 | Date,       | (Instr. 8                       | )                 | (Instr. 3, 4 & 5) |   |   | Beneficially    | Direct (D)                    | Beneficial                          |  |  |  |
|                      | (Month/ Day/         | if any      | Code                            | e V Amount (A) Pr |                   | Price   | Owned Follow-   | or Indirect (I) | Ownership                     |                                     |  |  |  |
|                      | Year)                | (Month/Day/ |                                 |                   |                   | or  |   | ing Reported    | (Instr. 4)                    | (Instr. 4)                          |  |  |  |
| Year)                |                      |             |                                 |                   |                   | (D)   |   | Transactions(s) |                               |                                     |  |  |  |
|                      |                      |             |                                 |                   |                   |   | (Instr. 3 & 4)  |                 |                               |                                     |  |  |  |

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 **FORM 4 (continued)**

(e.g., puts, calls, warrants, options, convertible securities)

| - |            |            |           | 871       | <u>_</u>   |                      | <u> </u>                           |                        |             |                |           |      |
|---|------------|------------|-----------|-----------|------------|----------------------|------------------------------------|------------------------|-------------|----------------|-----------|------|
| 1 | . Title of | 2. Conver- | 3. Trans- | 3A.       | 4.         | 5.                   | <ol><li>Date Exercisable</li></ol> | 7. Title and Amount of | 8. Price of | 9. Number of   | 10.       | 11.  |
| I | Derivative | sion or    | action    | Deemed    | Trans-     | Number               | rand Expiration                    | Underlying Securities  | Derivative  | Derivative     | Owner-    | of I |
| ς | Security   | Exercise   | Date      | Execution | action     | of                   | Date                               | (Instr. 3 & 4)         | Security    | Securities     | ship      | Ben  |
|   | ļ          | Price of   | 1         | Date,     | Code       | Derivat <sup>*</sup> | i(MeIonth/Day/                     |                        | (Instr. 5)  | Beneficially   | Form      | Ow   |
| ( | (Instr. 3) | Derivative | (Month/   | if any    | 1 '        | Securiti             | <b>e</b> ¥ear)                     |                        | 1           | Owned          | of Deriv- | (Ins |
| ľ | ļ          | Security   | Day/      | (Month/   | (Instr. 8) | Acquire              | ad '                               |                        | 1           | Following      | ative     |      |
| ľ | ļ          | '          | Year)     | Day/      | 1 '        | (A) or               | 1                                  |                        | 1           | Reported       | Security: |      |
|   | !          | '          | 1         | Year)     | 1 '        | Dispose              | ad '                               |                        | 1           | Transaction(s) | Direct    |      |
|   | ļ          | '          | 1         |           | 1 '        | of (D)               | 1                                  |                        | 1           | (Instr. 4)     | (D)       |      |
|   | !          | '          | l '       | İ         | 1 '        |                      |                                    | 1                      | 1           |                |           |      |

<sup>\*</sup> If the form is filed by more than one reporting person, see Instruction 4(b)(v).

## Edgar Filing: LYONS GARY A - Form 4

|                                 |       |          |                    | (Instr. 3, 4 & 5) |     |  |              |          |           |      |                        |     |     | or<br>Indirect<br>(I)<br>(Instr. 4) |  |
|---------------------------------|-------|----------|--------------------|-------------------|-----|--|--------------|----------|-----------|------|------------------------|-----|-----|-------------------------------------|--|
|                                 |       |          | Code               | V                 | (A) |  | Exer-cisable |          | Title     | k    | Amount<br>or           |     |     |                                     |  |
|                                 |       |          |                    |                   |     |  |              | Date     |           | ¢    | Number<br>of<br>Shares |     |     |                                     |  |
| Forward<br>Sale (Put<br>Option) | 41.43 | 02/12/03 | J/K <sup>(1)</sup> |                   | (1) |  | 02/12/03     | 02/13/05 | Common St | tock | 60,000                 | (1) | (1) | D                                   |  |
| Forward<br>Sale (Put<br>Option) | 41.00 | 02/13/03 | J/K <sup>(2)</sup> |                   | (2) |  | 02/13/03     | 02/14/05 | Common St | tock | 50,000                 | (2) | (2) | D                                   |  |
| Forward<br>Sale (Put<br>Option) | 41.17 | 02/14/03 | J/K <sup>(3)</sup> |                   | (3) |  | 02/14/03     | 02/15/05 | Common St | tock | 40,000                 | (3) | (3) | D                                   |  |

Explanation of Responses:

(1) On February 12, 2003, the reporting person entered into a prepaid forward purchase agreement pursuant to which, (i) the reporting person delivered to the broker, the shares listed in item 7 as collateral for the reporting person's obligations, (ii) the broker delivered to the reporting person, an agreed percentage of the market value of the shares listed in item 7 as collateral for broker's obligations, and (iii) the reporting person is obligated to deliver to the broker payment in stock or cash pursuant to the following formula: At Maturity (two years from date of transaction) (Payment in Stock or Cash, if available): (1) If NBIX price is < downside protection price: Client pays Salomon Smith Barney Number of Shares x NBIX price; (2) if NBIX price is between downside protection price and capped upside protection price: Client pays Salomon Smith Barney Number of Shares x the agreed downside protection price divided by the capped upside protection price, and (iv) reporting person has an agreed participation above the capped upside protection price.

(2) On February 13, 2003, same as Footnote 1

(3) On February 14, 2003, same as Footnote 1

By: /s/ Margaret E. Valeur-Jensen

02/14/03 Date

\*\*Signature of Reporting Person

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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<sup>\*\*</sup>Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).