

Reynolds Thomas C
Form 4
January 29, 2013

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 *
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)
01/25/2013

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

BOTHELL, WA 98021

(City) (State) (Zip)

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

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 | 01/25/2013 | | M | | 2,083 | A | \$ 15.46 59,684 |
| Common Stock | 01/25/2013 | | S ⁽¹⁾ | | 2,083 | D | \$ 29.8393 57,601 ⁽³⁾ |
| Common Stock | 01/28/2013 | | M | | 1,027 | A | \$ 12.16 58,628 |
| Common Stock | 01/28/2013 | | S ⁽¹⁾ | | 1,027 | D | \$ 30.1878 57,601 ⁽³⁾ |
| | 01/28/2013 | | M | | 1,576 | A | \$ 12.16 59,177 |

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Common
Stock

| | | | | | | | |
|-----------------|------------|------------------|-------|---|----------------------|------------|---|
| Common Stock | 01/28/2013 | S ⁽¹⁾ | 1,576 | D | \$ 30.1878 (4) | 57,601 (3) | D |
| Common Stock | 01/28/2013 | M | 2,604 | A | \$ 12 | 60,205 | D |
| Common Stock | 01/28/2013 | S ⁽¹⁾ | 2,604 | D | \$ 30.1878 (4) | 57,601 (3) | D |

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

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 control number.

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Incentive Stock Option (right to buy) | \$ 12.16 | 01/28/2013 | | M | 1,027 | (5) 08/25/2019 | Common Stock | 1,027 | |
| Non-Qualified Stock Option (right to buy) | \$ 12 | 01/28/2013 | | M | 2,604 | (6) 08/27/2020 | Common Stock | 2,604 | |
| Non-Qualified Stock Option (right to buy) | \$ 12.16 | 01/28/2013 | | M | 1,576 | (5) 08/25/2019 | Common Stock | 1,576 | |
| Non-Qualified Stock Option (right to buy) | \$ 15.46 | 01/25/2013 | | M | 2,083 | (7) 08/24/2021 | Common Stock | 2,083 | |

Reporting Owners

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

Signatures

Thomas C.
Reynolds 01/29/2013

 Signature of Date
Reporting Person

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) \$29.8393 represents an average price per share for the shares sold on 1/25/2013. The sell price for shares sold on this day ranged from \$29.69 to \$29.90.
- (3) Amount of securities beneficially owned following reported transactions includes 53,886 Restricted Stock Units subject to vesting.
- (4) \$30.1878 represents an average price per share for the shares sold on 1/28/2013. The sell price for shares sold on this day ranged from \$30.10 to \$30.25.
- (5) 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.
- (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 8/24/12 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.