

Spencer David M.
Form 4
January 04, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Spencer David M.

(Last) (First) (Middle)

C/O BELLICUM
PHARMACEUTICALS, INC., 2130
W. HOLCOMBE BLVD., STE. 800

(Street)

HOUSTON, TX 77030

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
BELLICUM
PHARMACEUTICALS, INC
[BLCM]

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
Chief Technology Officer

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)
Common Stock	01/02/2019		M	2,500 A	92,439	D	
Common Stock	01/02/2019		F ⁽²⁾	942 D	\$ 3.33 91,497	D	
Common Stock	01/03/2019		M	1,562 A	93,059	D	
Common Stock	01/03/2019		F ⁽³⁾	589 D	\$ 3.2 92,470	D	

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

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(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 Securities (Instr. 3 and 4)		8. Pr Deriv Secur (Instr		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	01/02/2019		M		2,500		(4)	(4)	Common Stock	2,500	\$
Restricted Stock Units	(1)	01/03/2019		M		1,562		(5)	(5)	Common Stock	1,562	\$

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Spencer David M.
C/O BELLICUM PHARMACEUTICALS, INC.
2130 W. HOLCOMBE BLVD., STE. 800
HOUSTON, TX 77030

Chief Technology Officer

Signatures

/s/ Rosemary Y. Williams,
Attorney-in-Fact

01/04/2019

**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) Each Restricted Stock Unit (the "RSU") represents a contingent right to receive one share of the Issuer common stock.

(2)

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Represents the number of shares withheld by and surrendered to the Issuer on January 2, 2019, to satisfy tax withholding obligations that arose in connection with the vesting of the RSUs granted to the reporting person on January 2, 2018 for 10,000 shares.

- (3) Represents the number of shares withheld by and surrendered to the Issuer on January 3, 2019, to satisfy tax withholding obligations that arose in connection with the vesting of the RSUs granted to the reporting person on January 3, 2017 for 6,250 shares.
- (4) The RSUs vest in four equal annual installments beginning on January 2, 2019.
- (5) The RSUs vest in four equal annual installments beginning on January 3, 2018.

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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