ARROWHEAD PHARMACEUTICALS, INC.
Form 4
January 04, 2017

FORM 4

<table>
<tr><td>Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).</td><td colspan="2">**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

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</td><td>**OMB APPROVAL**

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5</td></tr>
</table>

(Print or Type Responses)

<table>
<tr><td colspan="3">1. Name and Address of Reporting Person *
O'Brien Patrick</td><td>2. Issuer Name **and** Ticker or Trading Symbol
ARROWHEAD PHARMACEUTICALS, INC. [ARWR]</td><td colspan="2">5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)
General Counsel</td></tr>
<tr><td>(Last)</td><td>(First)</td><td>(Middle)</td><td>3. Date of Earliest Transaction (Month/Day/Year)
01/01/2017</td><td colspan="2"></td></tr>
<tr><td colspan="3">225 S. LAKE AVENUE, SUITE 1050</td><td></td><td colspan="2"></td></tr>
<tr><td colspan="3">(Street)</td><td>4. If Amendment, Date Original Filed(Month/Day/Year)</td><td colspan="2">6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person</td></tr>
<tr><td colspan="3">PASADENA, CA 91101</td><td></td><td colspan="2"></td></tr>
<tr><td>(City)</td><td>(State)</td><td>(Zip)</td><td colspan="3">**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**</td></tr>
</table>

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	01/01/2017		A		145,000 (1)	A	$ 0	175,000	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.

SEC 1474 (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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
									Date Exercisable	Expiration Date	Title	Amount or Number of Shares		
				Code	V	(A)	(D)							

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Brien Patrick 225 S. LAKE AVENUE SUITE 1050 PASADENA, CA 91101			General Counsel	

Signatures

/s/Patrick O'Brien	01/04/2017
**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)   Represents shares underlying a restricted stock unit, which shares will vest in one installment in January 2019.

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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