

CTI BIOPHARMA CORP
 Form 4
 April 29, 2016

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 *
 NUDELMAN PHILLIP M PHD

2. Issuer Name and Ticker or Trading Symbol
 CTI BIOPHARMA CORP [ctic]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 3101 WESTERN AVENUE SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
 04/29/2016

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
 SEATTLE, WA 98121

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

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	04/29/2016		M	79,618 A	334,311	D	

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

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SEC 1474 (9-02)

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

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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)
Restricted Stock Unit	(1)	04/29/2016		M	79,618	(2) (2)	Common Stock 79,618
Restricted Stock Unit	(3)	04/29/2016		A	396,983	(4) (4)	Common Stock 396,983

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NUDELMAN PHILLIP M PHD 3101 WESTERN AVENUE SUITE 600 SEATTLE, WA 98121		X		

Signatures

By: Louis A. Bianco, Attorney-in-fact For: Phillip M. Nudelman

04/29/2016

__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 represents the right to receive, at settlement, one share of CTIC common stock. This transaction represents the settlement of restricted stock units in shares of common stock on their scheduled vesting date.
- (2) This restricted stock unit was granted on September 23, 2015 and vested on April 29, 2016.
- (3) Each restricted stock unit represents the right to receive, at settlement, one share of CTIC common stock.
- (4) This restricted stock unit was granted on April 29, 2016 and scheduled to vest twelve months after grant date or, if earlier, the first annual meeting of CTIC's shareholders in 2017 at which one or more members of the CTIC Board of Directors are to be elected.

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.