

SEATTLE GENETICS INC /WA
Form 4
February 13, 2007

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 *
JP MORGAN PARTNERS BHCA LP

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)

J.P. MORGAN PARTNERS, 270 PARK AVENUE

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/09/2007

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

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	
Class A. Common Stock	02/09/2007		C		1,492,780	A	<u>(D)</u> 1,492,780	D
Class A. Common Stock	02/09/2007		C		251,520	A	<u>(D)</u> 251,520	I See Footnote (1)
Class A. Common Stock	02/09/2007		C		127,660	A	<u>(D)</u> 127,660	I See Footnote (2)
Class A. Common Stock	02/09/2007		C		34,290	A	<u>(D)</u> 34,290	I See

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Common Stock								Footnote (3)
Class A. Common Stock	02/09/2007	C	14,230	A	(7)	14,230	I	See Footnote (4)
Class A. Common Stock	02/09/2007	C	94,520	A	(7)	94,520	I	See Footnote (5)
Class A. Common Stock	02/09/2007	S	1,492,780	D	\$ 8.57	0	D	
Class A. Common Stock	02/09/2007	S	251,250	D	\$ 8.57	0	I	See Footnote (1)
Class A. Common Stock	02/09/2007	S	127,660	D	\$ 8.57	0	I	See Footnote (2)
Class A. Common Stock	02/09/2007	S	34,290	D	\$ 8.57	0	I	See Footnote (3)
Class A. Common Stock	02/09/2007	S	14,230	D	\$ 8.57	0	I	See Footnote (4)
Class A. Common Stock	02/09/2007	S	94,520	D	\$ 8.57	0	I	See Footnote (5)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrants	\$ 6.25					07/08/2003	12/31/2011		469

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								Common Stock	
Warrants	\$ 6.25					07/08/2003	12/31/2011	Common Stock	10
Warrants	\$ 6.25					07/08/2003	12/31/2011	Common Stock	13
Warrants	\$ 6.25					07/08/2003	12/31/2011	Common Stock	51
Warrants	\$ 6.25					07/08/2003	12/31/2011	Common Stock	5
Warrants	\$ 6.25					07/08/2003	12/31/2011	Common Stock	38
Warrants	\$ 6.25					07/08/2003	12/31/2011	Common Stock	13
Series A Convertible Preferred Stock <u>(7)</u>	\$ 2.5	02/09/2007		C	149,278	07/08/2004	<u>(8)</u>	Common Stock	1,49
Series A Convertible Preferred Stock <u>(7)</u>	\$ 2.5	02/09/2007		C	25,152	07/08/2004	<u>(8)</u>	Common Stock	25
Series A Convertible Preferred Stock <u>(7)</u>	\$ 2.5	02/09/2007		C	12,766	07/08/2004	<u>(8)</u>	Common Stock	12
Series A Convertible Preferred Stock <u>(7)</u>	\$ 2.5	02/09/2007		C	3,429	07/08/2004	<u>(8)</u>	Common Stock	34
Series A Convertible Preferred Stock <u>(7)</u>	\$ 2.5	02/09/2007		C	1,423	07/08/2004	<u>(8)</u>	Common Stock	14
Series A Convertible Preferred Stock <u>(7)</u>	\$ 2.5	02/09/2007		C	9,452	07/08/2004	<u>(8)</u>	Common Stock	94

Stock Options (Right to Purchase)	\$ 7.26	05/16/2006	05/16/2014	Common Stock	10
Stock Options (Right to Purchase)	\$ 5.11	05/16/2006	05/16/2014	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JP MORGAN PARTNERS BHCA LP J.P. MORGAN PARTNERS 270 PARK AVENUE NEW YORK, NY 10017		X		
JPMP MASTER FUND MANAGER L P C/O JPMORGAN PARTNERS LLC 270 PARK AVENUE 39TH FLOOR NEW YORK, NY 10017		X		
JPMP CAPITAL CORP C/O J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017		X		
JP MORGAN PARTNERS GLOBAL INVESTORS LP C/O J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017		X		
J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN LP C/O J P MORGAN PARTNERS 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017		X		
J P MORGAN PARTNERS GLOBAL INVESTORS A LP C/O J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017		X		
J P MORGAN PARTNERS GLOBAL INVESTORS CAYMAN II LP C/O J P MORGAN PARTNERS 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017		X		
JP MORGAN PARTNERS GLOBAL INVESTORS SELLDOWN LLP C/O J.P. MORGAN PARTNERS, LLC 270 PARK AVENUE, 39TH FLOOR NEW YORK, NY 10017		X		

JP MORGAN PARTNERS GLOBAL INVESTORS SELLDOWN II L P
 C/O J.P. MORGAN PARTNERS, LLC X
 270 PARK AVENUE, 39TH FLOOR
 NEW YORK, NY 10017

JPMP GLOBAL INVESTORS L P
 C/O J.P. MORGAN PARTNERS, LLC X
 270 PARK AVENUE 39TH FLOOR
 NEW YORK, NY 10017

Signatures

J.P. Morgan Partners (BHCA), L.P. 02/13/2007

__Signature of Reporting Person Date

By: JPMP Master Fund Manager, L.P., its general partner 02/13/2007

__Signature of Reporting Person Date

By: JPMP Capital Corp., its general partner 02/13/2007

__Signature of Reporting Person Date

/s/ John C. Wilmot, Managing Director 02/13/2007

__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) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors, L.P. The Reporting Person has no pecuniary interest in such securities.
- (2) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman), L.P. The Reporting Person has no pecuniary interest in such securities.
- (3) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors A, L.P. The Reporting Person has no pecuniary interest in such securities.
- (4) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Cayman) II, L.P. The Reporting Person has no pecuniary interest in such securities.
- (5) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown), L.P. The Reporting Person has no pecuniary interest in such securities.
- (6) The amount shown represents the beneficial ownership of the Issuer's equity securities by J.P. Morgan Partners Global Investors (Selldown II), L.P. The Reporting Person purchased these shares on the open market on April 6, 2006. The Reporting Person has no pecuniary interest in such securities.
- (7) The conversion price of the Series A Convertible Preferred Stock is equal to the initial purchase price divided by \$2.50, as adjusted for stock splits, stock dividends, combinations and other similar capitalizations of the Issuer's Common and Preferred Stock. Initially this results in a 1 for 10 conversion ratio. Each share of Series A Convertible Preferred Stock is entitled to 0.93 votes for each share of Common Stock into which such share of Convertible Preferred Stock could then be converted.
- (8) All outstanding shares of the Issuer's Series A Convertible Preferred Stock are convertible at the holder's option into shares of the Issuer's Common Stock on a 10 to 1 basis any time after July 8, 2004. This right to convert does not expire.
- (9) These options were granted to Srinivas Akkaraju, a director of the Issuer. Mr. Akkaraju is obligated to transfer any shares issued under the Stock Option to J.P. Morgan Partners (BHCA), L.P. ("JPM BHCA") at the request of JPM BHCA.

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.