Squarer Ron Form 3 April 30, 2012

FORM 3

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

OMB APPROVAL

OMB

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INITIAL STATEMENT OF 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 * Squarer Ron

(Last) (First)

(Street)

(Middle)

Statement

(Month/Day/Year)

04/26/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol ARRAY BIOPHARMA INC [ARRY]

4. Relationship of Reporting Person(s) to Issuer

X Director

X Officer

(Check all applicable)

_ Other

6. Individual or Joint/Group

Filed(Month/Day/Year)

5. If Amendment, Date Original

Filing(Check Applicable Line) 10% Owner Person (give title below) (specify below)

X Form filed by One Reporting Form filed by More than One

Reporting Person

BOULDER, Â COÂ 80301

C/O 3200 WALNUT ST

(City) (State) (Zip)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities

Beneficially Owned (Instr. 4)

(I) (Instr. 5)

CEO

Ownership Form:

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

Security

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Expiration Exercisable Date

Amount or Title Number of Shares

or Indirect (I) (Instr. 5)

Direct (D)

1

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Common Stock (right to buy) $\hat{A} \stackrel{(1)}{=} 04/26/2022 \stackrel{Common}{Stock} 1,000,000 3.61 D \hat{A}

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Squarer Ron

C/O 3200 WALNUT ST X CEO BOULDER, COÂ 80301

Signatures

John R. Moore, as attorney-in-fact for Reporting
Person
04/27/2012

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 option vests in four equal annual installments beginning on April 26, 2013.

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.

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