

BARKAS ALEXANDER E

Form 4

September 08, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARKAS ALEXANDER E

2. Issuer Name **and** Ticker or Trading
Symbol
TERCICA INC [TRCA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

435 TASSO STREET, SUITE 200

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/02/2005

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ 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

PALO ALTO, CA 94301

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/02/2005		J ⁽¹⁾	940,196 D \$ 0	2,820,588	I	By Prospect Venture Partners II, L.P. ⁽⁴⁾
Common Stock	09/02/2005		J ⁽²⁾	14,318 D \$ 0	42,952	I	By Prospect Associates II, L.P. ⁽⁴⁾
Common Stock	09/02/2005		J ⁽³⁾	17,789 A \$ 0	17,789	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)

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 Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARKAS ALEXANDER E 435 TASSO STREET, SUITE 200 PALO ALTO, CA 94301		X		

Signatures

/s/ Alexander
Barkas 09/08/2005

__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 in-kind distribution by Prospect Venture Partners II, L.P. without consideration to its limited and general partners.

(2) Represents in-kind distribution by Prospect Associates II, L.P. without consideration to its limited and general partners.

Represents change in ownership from indirect to direct in connection with the in-kind distribution by Prospect Venture Partners II, L.P. and Prospect Associates II, L.P. to Prospect Management Co. II, LLC, the general partner of such entities, and the further in-kind distribution of such shares to the members of Prospect Management Co. II, LLC, in each case without consideration.

The Reporting Person is a managing member of Prospect Management Co. II, LLC, the general partner of Prospect Venture Partners II, L.P. and Prospect Associates II, L.P., and disclaims beneficial ownership of the shares held by such entities except to the extent of his pecuniary interest therein.

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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