

GROVES ERIC S
Form 4
December 19, 2006

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 *
GROVES ERIC S

2. Issuer Name and Ticker or Trading Symbol
LIGAND PHARMACEUTICALS
INC [LGND]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
10275 SCIENCE CENTER DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
V-P, Project Management

SAN DIEGO, CA 92121

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/15/2006 | | M | | 20,013 | A | \$ 7.625 |
| Common Stock | 12/15/2006 | | S | | 20,013 | D | \$ 11.25 |
| Common Stock | 12/15/2006 | | M | | 27,476 | A | \$ 7.625 |
| Common Stock | 12/15/2006 | | S | | 27,476 | D | \$ 11.22 |
| Common Stock | 12/15/2006 | | M | | 2,511 | A | \$ 7.625 |

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Common Stock 12/15/2006 S 2,511 D \$ 11.22 5,127 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 7.625 | 12/15/2006 | | M | 20,013 | 03/30/2000 ⁽¹⁾ 09/30/2009 | Common Stock | 20,013 |
| Employee Stock Option (right to buy) | \$ 7.625 | 12/15/2006 | | M | 27,476 | 03/30/2000 ⁽¹⁾ 09/30/2009 | Common Stock | 27,476 |
| Employee Stock Option (right to buy) | \$ 7.625 | 12/15/2006 | | M | 2,511 | 03/30/2000 ⁽¹⁾ 09/30/2009 | Common Stock | 2,511 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|--|
| GROVES ERIC S 10275 SCIENCE CENTER DRIVE SAN DIEGO, CA 92121 | Director 10% Owner Officer Other V-P, Project Management |

Signatures

By: Barbara J. Olson For: Eric S.
Groves

12/19/2006

__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) Grant to reporting person of options, exercisable over a 4-year period measured from the date of grant, 12-1/2% after six months, then 1/48th of the Option Shares per month thereafter. The date of grant is 9/30/99.

Remarks:

The Amount of Securities Beneficially Owned Following Reported Transaction(s) includes 891 shares acquired under the Lig

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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