

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Squarer Ron</u>  (Last) (First) (Middle) C/O ARRAY BIOPHARMA INC. 3200 WALNUT STREET  (Street) BOULDER CO 80301  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol ARRAY BIOPHARMA INC [ ARRY ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CEO
	3. Date of Earliest Transaction (Month/Day/Year) 12/14/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	12/16/2018		M		48,437 <sup>(1)</sup>	A	\$0.00	260,012	D	
Common Stock	12/16/2018		F		21,303 <sup>(2)</sup>	D	\$15.97	238,709	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.00	12/14/2018		A		113,125		(3)	12/20/2022	Common Stock	113,125	\$0.00	113,125	D	
Stock Option (Right to Buy)	\$0.00	12/14/2018		A		678,750		(4)	12/16/2028	Common Stock	678,750	\$0.00	678,750	D	
Restricted Stock Units	\$0.00	12/16/2018		M			23,437	(5)	12/16/2020	Common Stock	23,437	\$0.00	46,876	D	
Restricted Stock Units	\$0.00	12/16/2018		M			25,000	(5)	12/17/2021	Common Stock	25,000	\$0.00	75,000	D	

**Explanation of Responses:**

- Shares issued upon settlement of Restricted Stock Units ("RSUs") granted on December 27, 2016 and December 16, 2017, as a result of the vesting of one fourth of such RSUs.
- Represents shares withheld to satisfy tax withholding obligations of the reporting person.
- RSUs awarded to the reporting person for no additional cash consideration and each represents a contingent right to receive once share of common stock. The RSUs vest and will be settled in common stock in four equal annual installments beginning on December 16, 2019.
- The options vest in four equal annual installments beginning on December 16, 2019.
- The RSUs vested and were settled in common stock on December 16, 2018.

**Remarks:**

Jason Haddock, attorney-in-fact for Ron Squarer 12/18/2018

\*\* Signature of Reporting Person Date

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

\* 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).

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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