

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**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*<br><u>VAN LUNSEN GIL J</u><br><br>(Last) (First) (Middle)<br><u>C/O ARRAY BIOPHARMA INC.</u><br><u>3200 WALNUT STREET</u><br><br>(Street)<br><u>BOULDER CO 80301</u><br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>ARRAY BIOPHARMA INC [ ARRY ]</u> | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>03/21/2018</u>              |  |
| 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                    | 03/21/2018                           |  | M                              |   | 7,000   | A          | \$3.37                 | 26,297  | D  |   |
| Common Stock                    | 03/21/2018                           |  | M                              |   | 14,500  | A          | \$3.51                 | 40,797  | D  |   |
| Common Stock                    | 03/21/2018                           |  | S <sup>(1)</sup>               |   | 21,500  | D          | \$16.76 <sup>(2)</sup> | 19,297  | 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 |
| Stock Option (Right to Buy)                | \$3.37   | 03/21/2018                           |  | M                              |   |  | 7,000  | (3)  | 12/02/2018      | Common Stock  | 7,000                                      | \$0.00   | 0.00  | D  |       |
| Stock Option (Right to Buy)                | \$3.51   | 03/21/2018                           |  | M                              |   |  | 14,500 | (4)  | 11/04/2020      | Common Stock  | 14,500                                     | \$0.00   | 5,500   | D  |       |

**Explanation of Responses:**

- These trades were made pursuant to a Rule 10b5-1 trading plan.
- The price reported for these shares is the weighted average sale price. Details of actual prices for shares sold are available from the Issuer upon request.
- Options vested in three equal annual installments commencing November 1, 2009 and ending November 1, 2011.
- Options vested in three equal annual installments commencing November 4, 2011 and ending November 4, 2013.

**Remarks:**

Jason Haddock, attorney in fact for Reporting Person 03/21/2018  
 \*\* 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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