

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <b>BAUM CHARLES M</b>  (Last) (First) (Middle)  <b>C/O ARRAY BIOPHARMA INC.</b> <b>3200 WALNUT STREET</b>  (Street) <b>BOULDER CO 80301</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>ARRAY BIOPHARMA INC [ ARRY ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>10/25/2018</b>	
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	10/26/2018		M <sup>(1)</sup>		5,000	A	(1)	15,000	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)	
						Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$14.55	10/25/2018		A	25,000	(2)	10/25/2028	Common Stock	25,000	\$0.00	25,000	D	
Restricted Stock Units	\$0.00	10/25/2018		A	5,000	(3)	(3)	Common Stock	5,000	\$0.00	5,000	D	
Restricted Stock Units	\$0.00	10/26/2018		M	5,000	(4)	(4)	Common Stock	5,000	\$0.00	0.00	D	

**Explanation of Responses:**

- Shares issued upon settlement of Restricted Stock Units ("RSUs") granted by Array BioPharma Inc. ("Array") on October 26, 2017, as a result of the vesting of all such RSUs.
- The options vest in full on October 25, 2019, subject to continued service on Array's board of directors.
- RSUs awarded to the reporting person for no additional cash consideration and each represents a contingent right to receive one share of common stock. The RSUs vest in full and will be settled in common stock on October 25, 2019, subject to continued service on Array's board of directors.
- The RSUs vested and were settled in common stock on October 26, 2018.

**Remarks:**

Jason Haddock, attorney-in-fact for Charles Baum 10/29/2018

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.