

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>Haddock Jason</u> (Last) (First) (Middle) <u>C/O ARRAY BIOPHARMA, 3200 WALNUT ST</u> (Street) <u>BOULDER CO 80301</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ARRAY BIOPHARMA INC [ARRY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CFO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/14/2018</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	12/16/2018		M		11,387 ⁽¹⁾	A	\$0.00	46,780	D	
Common Stock	12/16/2018		F		5,009 ⁽²⁾	D	\$15.97	41,771	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
Restricted Stock Units	\$0.00	12/14/2018		A		26,250		(3)	12/20/2022	Common Stock	26,250	\$0.00	26,250	D	
Stock Option (Right to Buy)	\$15.97	12/14/2018		A		157,500		(4)	12/16/2028	Common Stock	157,500	\$0.00	157,500	D	
Restricted Stock Units	\$0.00	12/16/2018		M			4,387	(5)	12/16/2020	Common Stock	4,387	\$0.00	8,766	D	
Restricted Stock Units	\$0.00	12/16/2018		M			7,000	(5)	12/17/2021	Common Stock	7,000	\$0.00	21,000	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 one 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 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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