

Clark Mitchall G.
Form 4
March 28, 2018

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 *
Clark Mitchall G.

(Last) (First) (Middle)

611 GATEWAY
BOULEVARD, SUITE 900

(Street)

SOUTH SAN
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Atara Biotherapeutics, Inc. [ATRA]

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

03/27/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & Chief R & QA Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
			Code	V	Amount	Price	
Common Stock	03/27/2018		M ⁽¹⁾		28,848	\$ 25.15	D
Common Stock	03/27/2018		M ⁽¹⁾		32,500	\$ 22.72	D
Common Stock	03/27/2018		M ⁽¹⁾		11,406	\$ 11	D
Common Stock	03/27/2018		S ⁽¹⁾		22,794	\$ 36.43	D
	03/27/2018		S ⁽¹⁾		31,356	<u>(2)</u>	D

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Common Stock						\$ 37.1 (3)		
Common Stock	03/27/2018		S(1)	29,980	D	\$ 38.23 (4)	172,144	D
Common Stock	03/27/2018		S(1)	2,170	D	\$ 39.53 (5)	169,974	D
Common Stock	03/27/2018		S(1)	2,800	D	\$ 40.4 (6)	167,174	D
Common Stock	03/27/2018		S(1)	11,103	D	\$ 41.1	156,071	D

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

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(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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 25.15	03/27/2018		M(1)	28,848	(7)	01/16/2022	Common Stock	28,848
Employee Stock Option (Right to Buy)	\$ 22.72	03/27/2018		M(1)	32,500	(8)	12/17/2022	Common Stock	32,500
Employee Stock Option (Right to Buy)	\$ 11	03/27/2018		M(1)	11,406	(9)	10/14/2021	Common Stock	11,406

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Clark Mitchall G. 611 GATEWAY BOULEVARD SUITE 900 SOUTH SAN FRANCISCO, CA 94080			EVP & Chief R & QA Officer	

Signatures

/s/ David Tucker, Attorney-in-Fact for Mitchall G. Clark 03/28/2018

__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) Transaction pursuant to Rule 10b5-1 Plan adopted January 25, 2018.
The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$35.70 to \$36.70. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (3) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$36.75 to \$37.75. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (4) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$37.80 to \$38.80. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (5) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$38.85 to \$39.75. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (6) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$40.00 to \$40.65. The reporting person will provide to the issuer, any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.
 - (7) 1/48th of the shares subject to the stock option vest and become exercisable each month following January 16, 2015.
 - (8) 1/48th of the shares subject to the stock option vest and become exercisable each month following December 17, 2015.
 - (9) 1/48th of the shares subject to the stock option vest and become exercisable each month following October 15, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.