**CHIRON CORP** 

Form 4 February 02, 2006

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB

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**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Last)

(City)

(Instr. 3)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

White David

(Middle) (First)

4560 HORTON STREET

(Street)

2. Issuer Name and Ticker or Trading

Symbol

CHIRON CORP [CHIR]

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

01/31/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify

below)

VP, Controller

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ 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

EMERYVILLE, CA 94608

1. Title of 2. Transaction Date 2A. Deemed Security

(Month/Day/Year)

(State)

Execution Date, if

(Zip)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (T) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

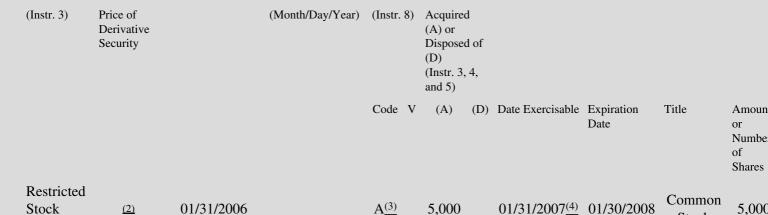
Execution Date, if any

4. 5. Number Transaction of Derivative Expiration Date Code Securities

6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

#### Edgar Filing: CHIRON CORP - Form 4



Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
White David				
4560 HORTON STREET			VP, Controller	
EMERYVILLE, CA 94608				

## **Signatures**

Units (1)

David A. White by Naima Robinson as
Atty-in-Fact
02/02/2006

\*\*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).

Each unit pertains to one share of the Issuer's common stock and may be settled either in cash or in stock based on date on which settlement occurs. Settlement will occur as the units vest, and to the extent such settlement occurs prior to the closing of the acquisition of

- (1) the Issuer by Novartis AG, the payment will be made in shares of the Issuer's common stock; otherwise, the units will be assumed by Novartis and payment will be made in cash based on the consideration paid per share of the Issuer's common stock in the Novartis acquisition.
- (2) One-for-One
- (3) Shares of the Issuer's common stock which become issuable upon the vesting of the units may, at the Reporting Person's election, be withheld by the Issuer in satisfaction of the applicable withholding taxes.
  - 40% of the units will vest upon the Reporting Person's completion of one year of employment with the Issuer measured from the award date, and the remaining 60% will vest upon his completion of two years of such employment. However, the units will vest in full on an
- (4) accelerated basis upon an acquisition of the Issuer by a merger or asset sale in which the units are not assumed or upon the termination of the Reporting Person's employment with the Issuer under certain prescribed circumstances following certain changes in control or ownership of the Issuer (including the Novartis acquisition) in which the units are assumed.

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.

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