

SEATTLE GENETICS INC /WA  
 Form 4  
 May 04, 2005

**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 \*  
 Baker Biotech Capital II (Z) (GP), LLC

2. Issuer Name and Ticker or Trading Symbol  
 SEATTLE GENETICS INC /WA [SGEN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 667 MADISON AVENUE, 17TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)  
 04/29/2005

Director  10% Owner  
 Officer (give title below)  Other (specify below)

(Street)  
 NEW YORK, NY 10021

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

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

(City) (State) (Zip)

**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) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock <u>(1)</u> <u>(2)</u> | 04/29/2005                           |  | P                              | 87 A  | \$ 3,9991 37,404  | I  | See Footnote <u>(3)</u>                               |
| Common Stock <u>(1)</u> <u>(2)</u> | 04/29/2005                           |  | P                              | 167 A   | \$ 3,9879 37,571  | I  | See Footnote <u>(3)</u>                               |
| Common Stock <u>(1)</u> <u>(2)</u> | 04/29/2005                           |  | P                              | 11,288 A  | \$ 4 48,859   | I  | See Footnote <u>(3)</u>                               |

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

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 control number. SEC 1474 (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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Baker Biotech Capital II (Z) (GP), LLC<br>667 MADISON AVENUE<br>17TH FLOOR<br>NEW YORK, NY 10021 | X             | X         |         |       |
| BAKER JULIAN<br>667 MADISON AVENUE<br>NEW YORK, NY 10021   |               | X         |         |       |
| BAKER FELIX<br>667 MADISON AVENUE<br>NEW YORK, NY 10021  | X             | X         |         |       |

## Signatures

|   |                                 |            |
|---|---------------------------------|------------|
| /s/ Julian C. Baker, as Managing Member of Baker Biotech Capital II (Z) (GP), LLC |                                 | 05/03/2005 |
|   | __Signature of Reporting Person | Date       |
| /s/ Julian C. Baker   |                                 | 05/03/2005 |
|   | __Signature of Reporting Person | Date       |
| /s/ Felix J. Baker  |                                 | 05/03/2005 |
|   | __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) In addition to Baker Biotech Capital II (Z) (GP), LLC, this Form 4 is being filed jointly by Julian C. Baker and Felix J. Baker, each of whom has the same business address as Baker Biotech Capital II (Z) (GP), LLC and may be deemed to have a pecuniary interest in securities owned by it. Because of certain relationships with other security holders of the Issuer, the Reporting Persons have filed on Schedule 13D as if they were a member of a group of such shareholders. (Continued in footnote 2.)

(2) However, the Reporting Persons disclaim that they and any other person or persons, including those persons with whom the Reporting Persons have filed a Schedule 13D, in fact constitute a "group" for purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, or Rule 13d-5 thereunder or that they are the beneficial owners of securities owned by any such other persons, and each of them disclaims beneficial ownership of securities reported herein except to the extent of their pecuniary interest, if any, therein. Felix J. Baker is a director of the Issuer.

(3) Represents shares of common stock owned directly by Baker Biotech Fund II (Z), L.P., a limited partnership the sole general partner of which is Baker Biotech Capital II (Z), L.P., a limited partnership the sole general partner of which is Baker Biotech Capital II (Z) (GP), LLC. Felix J. Baker and Julian C. Baker are the controlling members of Baker Biotech Capital II (Z) (GP), LLC.

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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