

Ciechanover Isaac E.  
 Form 4  
 February 20, 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 \*  
 Ciechanover Isaac E.  
  
 (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)  
 02/15/2018  
  
 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)  
 Chief Executive 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	(A) or (D)	Price		
Common Stock	02/15/2018		S <sup>(1)</sup>	2,500	D	\$ 45.58 (2)	260,378	I	See footnote (3)
Common Stock	02/15/2018		S <sup>(1)</sup>	2,433	D	\$ 46.71 (4)	257,945	I	See footnote (3)
Common Stock	02/15/2018		S <sup>(1)</sup>	4,767	D	\$ 47.56 (5)	253,178	I	See footnote (3)
Common	02/15/2018		S <sup>(1)</sup>	300	D	\$	252,878	I	See

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Stock					48.25				footnote (3)
Common Stock	02/16/2018	<u>S</u> (1)	3,000	D	\$ 45.44 (2)	249,878	I		See footnote (3)
Common Stock	02/16/2018	<u>S</u> (1)	1,600	D	\$ 46.55 (6)	248,278	I		See footnote (3)
Common Stock	02/16/2018	<u>S</u> (1)	5,100	D	\$ 47.91 (7)	243,178	I		See footnote (3)
Common Stock	02/16/2018	<u>S</u> (1)	300	D	\$ 48.43 (8)	242,878	I		See footnote (3)
Common Stock	02/15/2018	M	3,938	A	\$ 0 (9)	812,613	D		

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

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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 or Value of Underlying Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Restricted Stock Units	(10)	02/15/2018		M	3,938	(11)	(12)	Common Stock	3,938

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Ciechanover Isaac E.  
 611 GATEWAY BOULEVARD  
 SUITE 900  
 SOUTH SAN FRANCISCO, CA 94080

X

Chief Executive Officer

## Signatures

/s/ David Tucker, Attorney-in-Fact for Isaac E.  
 Ciechanover

02/20/2018

\_\_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 May 18, 2017.

The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$45.00 to \$46.00. 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) Shares are held by the Isaac E. Ciechanover and Allison M. Ciechanover Family Trust dated 8/8/08, of which the Reporting Person is a trustee.

(4) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$46.10 to \$47.10. 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 \$47.15 to \$48.15. 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 \$46.15 to \$47.10. 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) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$47.25 to \$48.20. 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.

(8) The price in Column 4 is a weighted average sale price. The prices actually received ranged from \$48.30 to \$48.55. 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.

(9) Shares issued upon settlement of vested restricted stock units ("RSUs").

(10) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock or a cash settlement.

(11) Fully vested.

(12) The earlier of (i) January 10, 2021 or (ii) the recipient's termination date.

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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