Immune Design Corp. Form 4 January 09, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

January 31, Expires:

2005 Estimated average

burden hours per

response... 0.5

10% Owner

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Last)

SUITE 310

(City)

Common

Stock

(Print or Type Responses)

1. Name and Address of Reporting Person * PENHOET EDWARD

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

X_ Director

(First)

Immune Design Corp. [IMDZ]

3. Date of Earliest Transaction

(Check all applicable)

C/O IMMUNE DESIGN CORP., 1616 EASTLAKE AVE. E.,

(Street)

(State)

(Zip)

(Month/Day/Year)

(Middle)

Other (specify Officer (give title below)

4. If Amendment, Date Original

(Month/Day/Year)

01/07/2015

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

SEATTLE, WA 98102

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

Reported Transaction(s)

(A) or (Instr. 3 and 4)

Code V Amount (D) Price

See

 $2,482,775 \frac{(1)}{}$ I

Footnote (2)

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)

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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 conf 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
Stock Option (right to buy)	\$ 31	01/07/2015		A	9,300 (3)	<u>(4)</u>	01/07/2025	Common Stock	9,300

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
PENHOET EDWARD C/O IMMUNE DESIGN CORP. 1616 EASTLAKE AVE. E., SUITE 310 SEATTLE, WA 98102	X					

Signatures

/s/ Laura A. Berezin, Attorney-in-fact 01/09/2015

**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) All shares of common stock held by the Reporting Person are subject to a 180-day lockup agreement entered into by the Reporting Person in connection with the Issuer's initial public offering.
- The securities are directly held by Alta Partners VIII, L.P. ("Alta Partners"). Dr. Penhoet is a director of Alta Partners and may be deemed (2) to have beneficial ownership of shares Alta Partners' interest in the Issuer. Dr. Penhoet disclaims beneficial ownership of shares held by entities affiliated with Alta Partners, except to the extent of his pecuniary interest therein.
- (3) The shares issuable upon exercise of the options to purchase common stock held by the Reporting Person are subject to a 180-day lockup agreement entered into by the Reporting Person in connection with the Issuer's initial public offering.
- (4) The shares underlying the options will become fully vested on January 1, 2016.

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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