

ARRAY BIOPHARMA INC  
 Form 4  
 November 25, 2002

**FORM 4**

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

**OMB APPROVAL**

o 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**

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response .... 0.5

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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		6. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
SNITMAN	DAVID	L.	ARRAY BIOPHARMA INC./ARRY		<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(Last)	(First)	(Middle)			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
3200 WALNUT STREET			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	4. Statement for Month/Day/Year	(give title (specify below)	
				11/22/02	CHIEF OPERATING OFFICER, VICE PRESIDENT, BUSINESS DEVELOPMENT	
(Street)						
BOULDER	CO	80301			5. If Amendment, Date of Original (Month/Day/Year)	7. Individual or Joint/Group Filing (Check Applicable Line)
(City)	(State)	(Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person
						<input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	11/22/02	11/22/02	S(1)	5,000 D	\$8.50 1,349,011	D	
					100,000	I	(2)



