KNOTT DAVID M

Form 4

February 19, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

Number:

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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(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * KNOTT DAVID M		ting Person *	2. Issuer Name and Ticker or Trading Symbol LIGAND PHARMACEUTICALS INC [LGND]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last) 485 UNDER	(First)	(Middle) O, STE 205	3. Date of Earliest Transaction (Month/Day/Year) 02/17/2009	_X_ Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
SYOSSET, NY 11791-3419				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-D	Derivative So	ecuriti	es Acq	uired, Disposed o	of, or Beneficia	lly 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. Securitie on(A) or Disp (Instr. 3, 4	osed c	of (D)	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	02/17/2009		P	511,800 (6)	A	\$ 2.6	3,369,983	I	By Knott Partners, L.P. (1) (5)
Common Stock	02/17/2009		S	235,500 (<u>6)</u>	D	\$ 4.6	1,521,941	I	By Shoshone Partners, L.P. (1) (5)
Common Stock	02/17/2009		P	240,000 (<u>6)</u>	A	\$ 2.6	267,600	I	By Mulsanne Partners, L.P. (1) (5)

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Common Stock	02/17/2009	S	591,100 (6)	D	\$ 4.6	2,704,228	I	By Knott Partners Offshore Master Fund, L.P.
Common Stock						259,184	I	By Ostra Capital Partners, L.P. (2) (5)
Common Stock	02/17/2009	P	59,400 (<u>6)</u>	A	\$ 2.6	185,290	I	By Managed Accounts A (3) (5)
Common Stock	02/17/2009	P	15,400 (6)	A	\$ 2.6	118,931	I	By Managed Accounts B
Common Stock						4,000	I	By Managed Accounts C
Common Stock						69,500	I	By Managed Accounts D (3) (5)
Common Stock (4)						10,000	D	
Common Stock						82,400	I	By Ostra Capital Partners VII, L.P. (2)

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene

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Derivative Securities (Instr. 3 and 4) Security Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

KNOTT DAVID M
485 UNDERHILL BLVD
STE 205
SYOSSET, NY 11791-3419

Signatures

/s/ David M.
Knott

**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).
- The Reporting Person is the managing member of Knott Partners Management, LLC, which is (i) the sole general partner of Shoshone (1) Partners, L.P., Knott Partners Offshore Master Fund, L.P. and Mulsanne Partners, L.P. and (ii) the managing general partner of Knott Partners, L.P. The Reporting Person is also a general partner of Knott Partners, L.P.
- The Reporting Person is the sole shareholder, director and president of Dorset Management Corporation, which is the employer of (2) Richard Murawczyk, the managing member of the general partner of Ostra Capital Partners, L.P. and Ostra Capital Partners VII, L.P., with which Dorset Management Corporation has a trading relationship.
- (3) The securities identified in this row are held by a managed account for which Dorset Management Corporation provides portfolio management services. The Reporting Person is the President and sole director of Dorset Management Corporation.
- The securities reported in Column 4 of Table I represent restricted shares of Common Stock of Ligand Pharmaceuticals, granted to all directors at the annual meeting of the shareholders on May 29, 2008. The restricted stock vests on the first anniversary of the date of grant.

As a result of the Reporting Person's interests in Knott Partners Management, LLC and in Dorset Management Corporation, the Reporting Person has investment discretion and control of the securities represented in this entry. The Reporting Person may be deemed to beneficially own an indirect pecuniary interest in the securities represented in this entry as a result of its performance-related fee. Except

with respect to Knott Partners, L.P., Knott Partners Offshore Master Fund, L.P. and Shoshone Partners, L.P., in which the Reporting Person owns a beneficial interest, the Reporting Person disclaims beneficial ownership therein except to the extent ultimately realized. Each of Knott Partners, L.P., Shoshone Partners, L.P., Mulsanne Partners, L.P., Knott Partners Offshore Master Fund, L.P., Ostra Capital Partners, L.P., Ostra Capital Partners VII, L.P. and each of the Managed Accounts disclaims beneficial ownership of securities reported as owned by any other party.

(6)

Reporting Owners 3

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Each entry reports a component of a cross transaction in the common stock described in footnote 1 among the accounts identified in Column 7 of Table I that are coded P or S in Column 3. The cross transactions reported reflect a reallocation of common stock among those accounts, and the accounts that disposed of common stock in the cross transaction did not acquire any common stock in the cross transaction.

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.