

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>HASTINGS PAUL J</b>  (Last) (First) (Middle) <b>C/O ONCOMED PHARMACEUTICALS, INC.</b> <b>800 CHESAPEAKE DRIVE</b>  (Street) <b>REDWOOD CITY CA 94063</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>OncoMed Pharmaceuticals Inc [ OMED ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>10/28/2014</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/28/2014		M <sup>(1)</sup>		8,384	A	\$1.43	31,615 <sup>(2)(3)</sup>	D	
Common Stock	10/28/2014		S <sup>(1)</sup>		8,384	D	\$22.0806 <sup>(4)</sup>	23,231 <sup>(2)(3)</sup>	D	
Common Stock	10/29/2014		M <sup>(1)</sup>		8,385	A	\$1.43	31,616 <sup>(2)(3)</sup>	D	
Common Stock	10/29/2014		S <sup>(1)</sup>		8,385	D	\$21.8984 <sup>(5)</sup>	23,231 <sup>(2)(3)</sup>	D	
Common Stock								324,840	I	See Footnote <sup>(6)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$1.43	10/28/2014		M <sup>(1)</sup>		8,384	(7)	01/11/2017	Common Stock	8,384	\$0.00	51,123	D	
Stock Option (Right to Buy)	\$1.43	10/29/2014		M <sup>(1)</sup>		8,385	(7)	01/11/2017	Common Stock	8,385	\$0.00	42,738	D	

**Explanation of Responses:**

- Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on June 22, 2014.
- Includes 22,500 restricted stock units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit.
- Includes 731 shares acquired under the Issuer's Employee Stock Purchase Plan on August 29, 2014
- This transaction was executed in multiple trades in prices ranging from \$21.79 to \$22.37, inclusive. The price reported in Column 4 above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.
- This transaction was executed in multiple trades in prices ranging from \$21.31 to \$22.15, inclusive. The price reported in Column 4 above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide to the Securities and Exchange Commission staff, the Issuer, or a security holder of the Issuer, upon request, full information regarding the number of shares sold at each respective price within the range set forth in this footnote.

6. The shares are held by Paul J. Hastings & Steve N. De Jong, Trustors and/or TTEES, The Hastings-De Jong Lv Tr DTD May 1, 2012.

7. The option is fully vested and exercisable, subject to an annual limitation of 175,438 shares that can be issued to a single grantee upon the exercise of awards under the Issuer's 2004 Stock Incentive Plan.

**Remarks:**

/s/ Alicia J. Hager, Attorney-  
in-Fact for Paul J. Hastings      10/30/2014

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**