

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
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**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* <u>Dupont Jakob</u>  (Last) (First) (Middle) C/O ONCOMED PHARMACEUTICALS, INC. 800 CHESAPEAKE DRIVE  (Street) REDWOOD CA 94063 CITY (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>OncoMed Pharmaceuticals Inc [ OMED ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/10/2015</u>	
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	11/10/2015		M <sup>(1)</sup>		2,500	A	\$4.56	25,304 <sup>(2)</sup>	D	
Common Stock	11/10/2015		S <sup>(1)</sup>		2,500	D	\$21.1692 <sup>(3)</sup>	22,804 <sup>(2)</sup>	D	

**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$4.56	11/10/2015		M <sup>(1)</sup>			2,500	(4)	10/24/2021	Common Stock	2,500	\$0.00	143,937	D	

**Explanation of Responses:**

- Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on June 5, 2015.
- Includes 20,000 restricted stock units. The Reporting Person is entitled to receive one (1) share of common stock for each one (1) restricted stock unit.
- This transaction was executed in multiple trades in prices ranging from \$20.88 to \$21.68, 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.
- The option was immediately exercisable in full on October 24, 2011; however, the shares vest pursuant to the following schedule: Twenty Percent (20%) of the shares subject to the option vest on the first anniversary measured from October 1, 2011 (the "Vesting Commencement Date") and the remaining shares subject to the option vest in 48 successive, equal monthly installments thereafter on each monthly anniversary of the Vesting Commencement Date, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

**Remarks:**

/s/ Alicia J. Hager, Attorney-in-Fact for Jakob Dupont 11/12/2015

\*\* 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.

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