

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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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* <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>President &amp; CEO</b>		
			3. Date of Earliest Transaction (Month/Day/Year) <b>07/23/2013</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
			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 <sup>(1)</sup>	07/23/2013		C		17,543	A	(1)	300,914	I	See Footnote <sup>(2)</sup>
Common Stock <sup>(1)</sup>	07/23/2013		C		12,531	A	(1)	313,445	I	See Footnote <sup>(2)</sup>
Common Stock <sup>(1)</sup>	07/23/2013		C		10,320	A	(1)	323,765	I	See Footnote <sup>(2)</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	(A)	(D)	Date Exercisable	Expiration Date						Title
Series A Preferred Stock <sup>(1)</sup>	(1)	07/23/2013		C		17,543		(3)	(4)	Common Stock	17,543	(1)	0	I	See Footnote <sup>(2)</sup>
Series B Preferred Stock <sup>(1)</sup>	(1)	07/23/2013		C		12,531		(3)	(4)	Common Stock	12,531	(1)	0	I	See Footnote <sup>(2)</sup>
Series B-1 Preferred Stock <sup>(1)</sup>	(1)	07/23/2013		C		10,320		(3)	(4)	Common Stock	10,320	(1)	0	I	See Footnote <sup>(2)</sup>

**Explanation of Responses:**

- Each share of Series A, Series B and Series B-1 Preferred Stock automatically converted on a one-to-one basis into Common Stock immediately prior to the consummation of the Issuer's initial public offering on July 23, 2013.
- The shares are held by the Paul J. Hastings Living Trust, dated May 1, 2012.
- The securities are immediately convertible.
- The expiration date is not relevant to the conversion of these securities.

/s/ Yvonne Li, Attorney-in-Fact for Paul J. Hastings 07/23/2013

\*\* 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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