

FORM 4

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

OMB APPROVAL	
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 OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * TIDMARSH GEORGE F		2. Issuer Name and Ticker or Trading Symbol THRESHOLD PHARMACEUTICALS INC [THLD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Founder and President	
(Last) (First) (Middle) C/O THRESHOLD PHARMACEUTICALS, INC., 1300 SEAPORT BOULEVARD, 5TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 03/10/2005			
(Street) REDWOOD CITY, CA 94063		4. If Amendment, Date Original Filed(Month/Day/Year)		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	
(City) (State) (Zip)		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	03/10/2005		P		100	A	\$ 5.99	988,319 (1)	D	
Common Stock	03/10/2005		P		100	A	\$ 5.99	988,419 (1)	D	
Common Stock	03/10/2005		P		100	A	\$ 5.92	988,519 (1)	D	
Common Stock	03/10/2005		P		200	A	\$ 5.93	988,719 (1)	D	
Common Stock	03/10/2005		P		700	A	\$ 5.94	989,419 (1)	D	
Common Stock	03/10/2005		P		900	A	\$ 5.974	990,319 (1)	D	
Common Stock	03/10/2005		P		900	A	\$ 5.977	991,219 (1)	D	
Common Stock	03/11/2005		P		541	A	\$ 5.96	991,760 (1)	D	
Common Stock	03/11/2005		P		400	A	\$ 5.81	992,160 (1)	D	
Common Stock	03/11/2005		P		59	A	\$ 5.9117	992,219 (1)	D	
Common Stock								6,072	I	Held by son (2)
Common Stock								6,072	I	Held by son (2)
Common Stock								6,072	I	Held by son (2)

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

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 control number.

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 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)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TIDMARSH GEORGE F C/O THRESHOLD PHARMACEUTICALS, INC. 1300 SEAPORT BOULEVARD, 5TH FLOOR REDWOOD CITY, CA 94063	X		Founder and President	

Signatures

/s/ George F. Tidmarsh		03/15/2005
<small>--Signature of Reporting Person</small>		<small>Date</small>

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).

Of these shares, (i) 158,772 shares remain subject to a right of repurchase by Threshold Pharmaceuticals, Inc., which right of repurchase lapses in equal monthly installments on the 17th day of each month, (ii) 44,978 shares remain subject to a right of repurchase by Threshold Pharmaceuticals, Inc., which right of repurchase lapses as to 1,406

(1) shares on the 17th day of each month and (iii) 239,085 shares remain subject to a right of repurchase by Threshold Pharmaceuticals, Inc., which right of repurchase lapses in equal monthly installments on the 10th day of each month. The total aggregate number of shares does not include 18,216 shares which are held by George F. Tidmarsh's sons.

(2) These shares are held by George F. Tidmarsh's son. George F. Tidmarsh has voting control of the shares and disclaims beneficial ownership of the shares.

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.