## 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

Same and Address of Reporting Person(s) to Issue: THRESHOLD PHARMACEUTICALS INC (Check all applicable)   Same of Earliest Transaction (Month/Day/Year)   Solid or General Person   Solid or Security (Core)   Same of Earliest Transaction (Month/Day/Year)   Solid or General Person   Solid or Security (Instr. 3)   Same of Earliest Transaction (Month/Day/Year)   Solid or General Person   Solid or Security (Instr. 3)   Same of Earliest Transaction (Month/Day/Year)   Solid or General Person   Solid or Security (Instr. 3)   Same of Earliest Transaction (Month/Day/Year)   Solid or General Person   Solid or Security (Instr. 3)   Same of Earliest Transaction (Month/Day/Year)   Solid or Security (Instr. 3)   Same of Earliest Transaction (Month/Day/Year)   Solid or Security (Instr. 3)   Same of Earliest Transaction (Month/Day/Year)   Solid or Security (Instr. 3)   Same of Earliest Transaction (Month/Day/Year)   Solid or Security (Instr. 3)   Same of Earliest Transaction (Month/Day/Year)   Solid or Security (Instr. 3)   Same of Earliest Transaction (Month/Day/Year)   Solid or Security (Instr. 3)   Same of Earliest Transaction (Month/Day/Year)   Solid or Security (Instr. 3)   Same of Earliest Transaction (Month/Day/Year)   Same of Execution Date (Month/Day/Year)   Same of Execution Date (Month/Day/Year)   Same of Earliest Transaction (Month/Day/Year)   Same of Earli	Curd John G  THRESHOLD PHARMACEUTICALS INC [THLD]  3. Date of Earliest Transaction (Month/Day/Year)  12/14/2007  Table 1-Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Common Stock  12/14/2007  Table 1-Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Common Stock  12/14/2007  Table 1-Non-Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3)  Common Stock  12/14/2007  P 1,100 A S (1,100 B) S (1,100 B) S (1,100 B)  Common Stock  12/14/2007  P 3,900 A S 0.65 15,000  D Common Stock  12/14/2007  P 3,900 A S 0.65 15,000  D Common Stock  12/14/2007  P 3,900 A S 0.65 15,000  D Common Stock  12/14/2007  P 1,100 A S (1,100 B)	(Print or Ty	pe Response	s)															
Common Stock   12/14/2007   2/14/2007   2/14/2007   2/14/2007   3.0 page of Earliest Transaction (Month/Day/Year)   12/14/2007   2/14/2007   2/14/2007   3.0 page of Earliest Transaction (Month/Day/Year)   12/14/2007   3.0 page of Earliest Transaction (Month/Day/Year)   3.0 page of Earliest Transaction (Month/Day/Y	COTTIRESHOLD PHARMACEUTICALS, 1300 SEAPORT BLVD, SUITE 500  (Sines) (Sines) (Sines) (Sines) (Sines) (Sines) (Sines) (Sines) (City) (State)  (City) (State)  (City)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table I - Non-Derivative Securities Acquired, Disposed of (I) (Instr. 4)  (Instr. 3)  (Instr. 4)  (Instr. 4)  Table I - Non-Derivative Securities Acquired (A) or Origoned (Instr. 3, 4 and 5) (Instr. 3)  (Instr. 4)  Table I - Non-Derivative Securities Acquired (A) or Origoned of (I) (Instr. 4)  (Instr. 4)  (Instr. 4)  Table I - Non-Derivative Securities Acquired (A) or Origoned of (I) (Instr. 4)  (Instr. 3)  (Instr. 4)  Table I - Non-Derivative Securities Acquired (A) or Origoned of (I) (Instr. 3)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  Table II - Derivative Securities Securities Acquired (A) or Origoned of (I) (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 4)  (Instr. 3)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 4)  (Instr. 4)	1 0				THR	THRESHOLD PHARMACEUTICALS INC							(Check all applicable)  Director 10% Owner  X Officer (give title below) Other (specify below)					
REDWOOD CITY, CA 94063    City   (State)   City   (State)   City   (Instr. 3)   City   (Instr. 3)   City   (Instr. 3)   City   City   (Instr. 3)   City   (Instr. 3)   City   City   (Instr. 3)   City   City   (Instr. 3)   City   City	REDWOOD CITY, CA 94063  (City) (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  1. Title of Security (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/D	C/O THE PHARM	RESHOLD ACEUTIC	ALS, 1300	` '			st Tran	saction	n (N	Ionth/Day	y/Year)				Pro	esident and C	LMO	
Common Stock   12/14/2007   2   2   2   2   2   2   2   2   2	1. Title of Security (Instr. 3)  2. Transaction Date (Month/Day/Year)    Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date (Month/Day/Year)   Date	REDWO	OD CITY		3	4. If A	mendmen	t, Date	Origir	nal F	Filed(Mont	h/Day/Yea	ar)		_X_ Form filed by One Reporting Person				
Common Stock   12/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007   2/14/2007	Date (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   Execution Date (Instr. 3, 4 and 5)   Expiration Date (Instr. 3 and 4)   Execution Date (Instr. 3 and 4)   Execution Date (Instr. 4)   Ownership of Indirect (Instr. 4)   Ownership or Indi	(City	)	(State)	(Zip)		1	able I	- Non	-De	rivative	Securit	ies Acc	quire	ed, Dispo	osed of, or l	Beneficially	Owned	
Common Stock   12/14/2007   P   3,900   A   \$ 0.65   15,000   D	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.    Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired (A) or Exercisable (Month/Day/Year) Or Exercise (Month/Day/Year) Price of Price of Price of Of (Instr. 3) Price of Of (Month/Day/Year) Or Exercise (Month/Day/Year) Or Exercise (Month/Day/Year) Or Exercise (Month/Day/Year) Or Exercise (Month/Day/Year) Or Disposed of (D) (Instr. 3) Owned (Instr. 4) Owned (Ins			Date	Executi any	ion Date, if	Code (Instr	r. 8)		(A) or D (Instr. 3,	(A) or	of (D) 5)	) ]	Beneficia Reported	ally Owned Transaction	Following	Ownership Form: Direct (D) or Indirect (I)	of Indirect Beneficial Ownership	
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.    Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   1. Title of   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.    Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, options, convertible securities)   Amount of Derivative Securities (Instr. 3)   Price of Derivative Securities (Instr. 4)   Price of Derivative Securities (Instr. 5)   Price of Derivative Securities (Instr. 4)   Price of Derivative Securities (Instr. 5)   Price of Derivative Securities (Instr. 4)   Price of Derivative Securities (Instr. 5)   Price of Derivative Securities (Instr. 4)   Price of Derivative Securities (Instr. 5)   Price of Derivative Securities (Instr. 4)   Price of Derivative Securities (Instr. 5)   Price of Derivative Securities (Instr. 4)   Price of Derivative Securities (Instr. 4)   Price of Derivative Securities (Instr. 4)   Price of Derivative Securities (Instr. 5)   Price of Derivative Securities (Instr. 4)   Price of D	Common	Stock		12/14/2007			F			1,100	A	\$ 0.64	72	11,100			D	
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)    Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired (Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   Table II - Derivative Securities Acquired (Disposed of	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Derivative Conversion Security (Instr. 3) Date Derivative Security Security Security  1. Title of Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Date Securities (Month/Day/Year) (Instr. 3) Date Security Securities Acquired (A) or Disposed of (D) (Instr. 3) A, and 5)  1. Title of Date Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Securities (Month/Day/Year) (Instr. 3) Date Securities (Month/Day/Year) (Instr. 4)  1. Title of Date Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  1. Title of Conversion Securities (Month/Day/Year) (Instr. 3)  2. Date Securities (Month/Day/Year) (Instr. 4)  3. Transaction Date (Month/Day/Year) (Instr. 5)  3. Transaction Date (Month/Day/Year) (Instr. 5)  4. Transaction Securities (Month/Day/Year) (Instr. 5)  5. Oa Date Securities (Month/Day/Year) (Instr. 5)  5. Oa Date Securities (Month/Day/Year) (Instr. 5)  6. Date Securities (Month/Day/Year) (Instr. 5)  7. Title and Amount of Underlying Securities (Instr. 5)  8. Price of Securities (Month/Day/Year) (Instr. 4)  9. Number of Securities (Month/Day/Year) (Instr. 4)	Common	Stock		12/14/2007			F	,		3,900	A	\$ 0.6	55	15,000			D	
1. Title of Derivative Security (Instr. 3)  Price of Derivative Security (Instr. 3)  Price of Derivative Security (Instr. 3)  Derivative Securities (Instr. 4)  Title  Amount or Number  Title  Title	1. Title of Derivative Security (Instr. 3)  1. Title of Derivative Security (Instr. 3)  2. Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  4. Transaction Code (Instr. 8)  4. Transaction Date (Month/Day/Year)  4. Transaction Code (Instr. 8)  4. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  4. Transaction Date (Month/Day/Year)  5. Number of Derivative Securities (Instr. 3 and 4)  7. Title and Amount of Underlying Securities (Instr. 5)  8. Price of Derivative Securities (Instr. 5)  8. Price of Derivative Securities (Instr. 5)  9. Number of Derivative Securities (Instr. 5)  9. Price of Derivative Securities (Instr. 5)  10. Ownership Owners	Reminder:	Report on a s	separate line f		Derivat	tive Securi	ities Ac	equire	Per con the	sons whatained in form disposed	no responding this is splays	form a a curi Benefici	are r rent	not requ lly valid	ired to res	spond unle	ess	1474 (9-02)
	Code V (A) (D) Shares	Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution D any	ate, if T	I. Fransaction Code Instr. 8)	5. Numl of Deriv Secur Acqu (A) o Dispo of (D (Instr 4, and	ber vative rities ired r osed )	6. I and (Mo	Date Exer I Expirati I Expirati I Expirati	cisable on Date (Year)	7. A U Se (Ii 4)	Title mounder ecuri (nstr.)	ant of clying ities 3 and Amount or Number	Derivative Security	Derivative Securities Beneficiall Owned Following Reported Transaction	Owners Form o Derivat Securit Direct ( or India	ship of Indir f Benefic ive Owners y: (Instr. 4

#### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Curd John G C/O THRESHOLD PHARMACEUTICALS 1300 SEAPORT BLVD. SUITE 500 REDWOOD CITY, CA 94063			President and CMO			

### **Signatures**

Joel Fernandes, Attorney-in-Fact	12/17/2007

**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).

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.