# 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

Curd John G  THRESHOLD PHARMACEUTICALS INC [THLD]  (Last) (First) (Middle) C/O THRESHOLD PHARMACEUTICALS, INC., 1300 SEAPORT BLVD. SUITE 500  (Street)  REDWOOD CITY, CA 94063  (City) (State)  2. Transaction Date (Month/Day/Year) (Instr. 3)  (Month/Day/Year) (Instr. 3)  (Month/Day/Year) (Instr. 3)  Common Stock  03/03/2009  (Check all applicable) 10% Owner 10% Owne	(Print or Ty	ype Response	s)														
C/O THRESHOLD PHARMACEUTICALS, INC., 1300 SEAPORT BLVD. SUITE 500  (Street)  REDWOOD CITY, CA 94063  (City)  (State)  2. Transaction Date (Month/Day/Year)  (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Instr. 3, 4 and 5)  Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(S) (Instr. 4)  Persons who respond to the collection of information contained in this Day acquired to respond unless the form displays a currently valid OMB control number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(S) (Instr. 3)  Price of Security (Instr. 3)  Price of Securities Date (Application Date (Application Date (Application Date (Application Date (Application Date (Application Date (Month/Day/Year))  I. Title of 2. S. Transaction Date (Application Date (Month/Day/Year))  I. Title of 2. S. Transaction Date (Application Date (Month/Day/Year))  I. Title of 2. S. Transaction (Application Date (Application Date (Month/Day/Year))  I. Title of Execution Date (Month/Day/Year)  I. Title of 2. S. Transaction (Application Date (Month/Day/Year))  I. Title of Execution Date (Month/Day/Year)  I. Title of 2. S. Transaction (Application Date (Month/Day/Year))  I. Title of Execution Date (Month/Day/Year)  I. Title of Execution Date					THRESHOLD PHARMACEUTICALS INC							Director 10% Owner  X Officer (give title below) Other (specify below)					
REDWOOD CITY, CA 94063    City   (State)   (Zip)   Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned	C/O THRESHOLD PHARMACEUTICALS,				` '								Pro	esident and C	МО		
(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)  Date (Month/Day/Year)  (Month/Day/Year)  Code V Amount (D) Price (D) (Instr. 3 and 4)  Code V Amount (D) Price (D) (Instr. 3 and 4)  Common Stock  03/03/2009  P 5,000 A S 1.07 45,342 (II)  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 (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following Reported Transaction(s) (Instr. 3)  Price (D) or Indirect (I) (Instr. 4)  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. Derivative Conversion Date (Month/Day/Year)  Overland II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Overland II - Derivative Securities Securities (Month/Day/Year)  Overland II - Derivative Securities Securities Securities (Instr. 3)  Overland II - Derivative Securities Securities Securities (Instr. 3)  Overland II - Derivative Securities Securitie					4. If Amendment, Date Original Filed(Month/Day/Year)												
Common Stock   Date (Month/Day/Year)   Date (Month/D	·				Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
Common Stock  03/03/2009  P  5,000  A  \$ 1.07  45,342  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)  1. Title of Derivative Conversion Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  7. Title and Amount of Derivative Security or Exercise (Month/Day/Year)  Transaction Date (Month/Day/Year)  Month/Day/Year)  Month/Day/Year)  Month/Day/Year)  Month/Day/Year)  Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  7. Title and Amount of Underlying Security Security Security Security Securities Form of Underlying Securities (Instr. 3 and Securities)  Month/Day/Year)  Month/Day/Year)  Month/Day/Year)  Month/Day/Year)			Date	Execution Date, if any		f Code (Instr. 8)		(	(A) or Disposed of (Instr. 3, 4 and 5)		of (D	Beneficia Reported (Instr. 3 a	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)  Ownership Form: Direct (D) or Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
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. Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Conversion Code Operivative Code Operivative Code Operivative Code Operivative Code Operivative Securities (Instr. 8) Derivative Securities (Instr. 3) and Owned Security Owned Security Securities Securities Owned Security Securities Securities Owned Security Securities Se	Common Stock		03/03/2009					5 000 4 \$									
1. Title of Derivative Conversion Occurity (Instr. 3) Price of Derivative Price of Derivative Conversion Occurity (Instr. 3) Price of Derivative Conversion Occurity (Instr. 3) Price of Derivative Conversion Occurity (Instr. 3) Price of Derivative Occurity (Instr. 8) Price of Derivative Occurity (Instr. 8) Occurities (Instr. 8) Occurities Occurity	Tellinder.	. Report on a s	separate fine is	Table II - 1	Derivative Sec	curiti	es Acqı	Po co th	erso ontai ne foi	ns who ined in rm disp	respo this fo plays a f, or Be	orm a curr	re not req ently valid ally Owned	uired to res d OMB con	spond unle	ss	1474 (9-02)
(A) or Disposed of (D) (Instr. 3, 4, and 5)  Date Exercisable Expiration Date Exercisable Of Shares  Code V (A) (D)  (A) or Disposed or Indirection (I) (Instr. 4)  Reported Transaction(s) (Instr. 4)  Reported Transaction(s) (Instr. 4)  Reported Transaction(s) (Instr. 4)  Reported Transaction(s) (Instr. 4)	Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Da any	4. Transac Code (Instr. 8	ttion 1 ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( ) ( ) (	5. Number of Derivat Securiti Acquire (A) or Dispose of (D) (Instr. 3 4, and 5	r ive ies ed ed 8, 5)	Date Expiration  Date Expiration  Date Expiration  Date (Month/Day/Year)  Date Expiration		7. Ar Ar Ur Se (In 4)	Title and mount of aderlying curities str. 3 and  Amount or Number of	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form o Derivat Security Direct ( or Indir (s) (I)	Beneficia Ownersh (Instr. 4)	

### **Reporting Owners**

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

## Signatures

John G. Curd by Joel Fernandes, Attorney-In-Fact	03/04/2009	
-*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).
- (1) Includes 417 shares acquired under the Issuer's Employee Stock Purchase Plan on February 13, 2009 at a price per share of \$1.05

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.