FORM 4

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

OMB APPROVAL
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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

pe Response	s)														
1. Name and Address of Reporting Person* Curd John G				2. Issuer Name and Ticker or Trading Symbol THRESHOLD PHARMACEUTICALS INC [THLD]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X Officer (give title below) Other (specify below)				
(Last) (First) (Middle) C/O THRESHOLD PHARMACEUTICALS, INC., 1300 SEAPORT BLVD. SUITE 500				3. Date of Earliest Transaction (Month/Day/Year) 07/01/2009								Pre	esident and C	тмо	
(Street) REDWOOD CITY, CA 94063				4. If Amendment, Date Original Filed(Month/Day/Year)							6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person				
(City) (State) (Zip)				Table I - Non-Derivative Securities Acqu							ired, Disposed of, or Beneficially Owned				
Instr. 3) Date		*****	any		f Code (Instr. 8)			(A) or Disposed o (D) (Instr. 3, 4 and 5)		of	Beneficially Owned Fo Reported Transaction(s (Instr. 3 and 4)		ollowing (s)	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock 0		07/01/2009			(P P) _	\$	60,342			, ,	
Report on a s	separate line for	Table II - I	Derivative Se	curit	ies Ac	quire	Perso conta the fo	ons what nined in orm dis	no respon n this for splays a c	m are currei	not requesting ntly valid	uired to res	spond unle	ss	1474 (9-02)
2. Conversion or Exercise Price of Derivative Security	Date	3A. Deemed Execution Dat (Year) any	4. Transac Code (Instr. 8	ction	5. Numb of Deriv Secur Acqu (A) o Dispo of (D (Instr	per rative rities ired rosed) . 3, 15)	6. Da and E (Mon	te Exer Expiration hth/Day/	cisable on Date (Year)	7. Ti Amo Und Secu (Inst 4)	Amount or Number of		Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivat Security Direct (or Indir	Beneficial Ownership (Instr. 4) D) ect
	d Address of n G RESHOLD 00 SEAPO OD CITY ecurity Stock Report on a s Conversion or Exercise Price of Derivative	(First) RESHOLD PHARMAGO SEAPORT BLVD. (Street) OD CITY, CA 94063 (State) ecurity 2. Conversion or Exercise Price of Derivative 3. Transaction Date (Month/Day/Y	dd Address of Reporting Person* n G (First) (Middle) RESHOLD PHARMACEUTICALS, 00 SEAPORT BLVD. SUITE 500 (Street) OD CITY, CA 94063 (State) (Zip) ecurity 2. Transaction Date (Month/Day/Year) Table II - I (6 Z2. Conversion or Exercise Price of Derivative 3A. Deemed Execution Date (Month/Day/Year) (Month/Day/Year)	2. Issuer N THRESHO [THLD] 3. Date of Ea 07/01/200 (Street) OD CITY, CA 94063 (State) 2. Transaction Date (Month/Day/Year) A Stock Table II - Derivative Se (e.g., puts, cal Conversion or Exercise Price of Derivative OD CITY (Middle) 3. Date of Ea 07/01/200 4. If Amenda Execution Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	and Address of Reporting Person* 1	d Address of Reporting Person and Grant Gr	2. Issuer Name and Ticker of THRESHOLD PHARM (THLD] 3. Date of Earliest Transaction 07/01/2009 (Street) OD CITY, CA 94063 (State) (State) (Zip) Table I - None Execution Date (Instr. 8) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Instr. 8) (Month/Day/Year) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op (Month/Day/Year) (Month/Day/Year) Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, op (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (g.g., puts, calls, warrants, op (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (g.g., puts, calls, warrants, op (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (g.g., puts, calls, warrants, op (Instr. 8) (Instr. 3) (Instr. 3, 4, and 5)	d Address of Reporting Person* In G (First) (Middle) (ESHOLD PHARMACEUTICALS, 20 SEAPORT BLVD. SUITE 500 (Street) OD CITY, CA 94063 (State) 2. Issuer Name and Ticker or Transaction (Mo 07/01/2009 (Street) 4. If Amendment, Date Original File (Month/Day/Year) (State) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (e.g., puts, calls, warrants, options, and Conversion of Derivative Security 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (e.g., puts, calls, warrants, options, and Month/Day/Year) 3. Transaction Date (Instr. 8) 3. Transaction Date (Instr. 8) 4. Source (Instr. 8) 2. 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Issuer Name and Ticker or Trading Symbol THRESHOLD PHARMACEUTICALS INC [THLD] (Fins) (Moddle) (Steet) (Steet) (An experiment of the present of the prese

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	07/01/2009
**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) Shares were purchased pursuant to the Reporting Person's 10b-5(1) Plan dated May 18, 2009.

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.