FORM 4

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

OMB APPE	ROVAL
OMB Number:	3235-0287
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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

ype Response	5)													
			2. Issuer Name and Ticker or Trading Symbol THRESHOLD PHARMACEUTICALS INC [THLD]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below)							
st) RUS CORI	P, 2411 STENW				liest Trar	sactio	on (Month/D	Day/Year)						
ORD, CA 9	(Street) 4520		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
ty)	(State)	(Zip)			Ta	ble I -	- Non-Deriv	ative Securitie	es Acquire	d, Disposed	of, or Bene	ficially Own	ed	
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		Table II -					displays	s a currently v	valid OMI	B control n		e form		
2.	3. Transaction Date Securities (Month/Day/Year) 3. A. Deemed Execution Date, if Code (Month/Day/Year) (Month/Day/Year) (Instr. 8) 5. Number of Derivative Expiration (Month/Day/Year) (Instr. 8) 6. Date Expiration of Derivative Expiration (Month/Day/Year) (Month/Day/Year) (Instr. 8)		6 Doto Evo											
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If Amendment, Date Original Filed(Month/Day/Year) (State) (State) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Execution Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Report on a separate line for each class of securities beneficially owned directly or indirectly. Threshold Pharmaceutic (Month/Day/Year) (A. If Amendment, Date Original Filed(Month/Day/Year) (A. If Amendment, Date Original Filed(Month/Day/Year) (A. If Amendment, Date Original Filed(Month/Day/Year) (B. Individual or Joint/Group FilingCheck X, Form filed by More than One Reporting Person Form filed by More than One Reporting Person Code (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Instr. 3 and 4) Persons who respond to the collection of information contain in this form are not required to respond unless the form displays a currently valid OMB control number.	THRESHOLD PHARMACEUTICALS INC [THLD] St) (First) (Middle) (Street)

B 41 0 N 4	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
COZADD BRUCE C C/O CERUS CORP 2411 STENWELL DRIVE CONCORD, CA 94520	X					

Signatures

Bruce C. Cozadd by Harold E. Selick, Attorney-in-Fact	06/08/2011
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) The option vests in twelve equal monthly increments commencing June 7, 2011.
- (2) The stock option was granted pursuant to the Threshold Pharmaceuticals, Inc. 2004 Amended and Restated Equity Incentive Plan.

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.