

# 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* ALTA BIOPHARMA PARTNERS III LP		2. Issuer Name and Ticker or Trading Symbol THRESHOLD PHARMACEUTICALS INC [THLD]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ <input checked="" type="checkbox"/> Other (specify below) <b>Former 10% owner</b>	
(Last) ONE EMBARCADERO CENTER, SUITE 3700,	(First) ONE EMBARCADERO CENTER, SUITE 3700,	(Middle) ONE EMBARCADERO CENTER, SUITE 3700,	3. Date of Earliest Transaction (Month/Day/Year) 10/05/2009		
(Street) SAN FRANCISCO, CA 94111			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person _____ <input checked="" 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	10/05/2009		P		239,768	A	\$ 1.91	1,439,921	D (1) (2)	
Common Stock	10/05/2009		P		16,103	A	\$ 1.91	96,704	I	See footnotes (2) (3)
Common Stock	10/05/2009		P		5,909	A	\$ 1.91	35,485	I	See footnotes (2) (4)

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

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### 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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		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	Title	Amount or Number of Shares				
Warrant	\$ 2.23	10/05/2009		P		95,907		(5)	10/05/2014	Common Stock	95,907	\$ 0 (6)	499,987	D (1) (2)	
Warrant	\$ 2.23	10/05/2009		P		6,441		(5)	10/05/2014	Common Stock	6,441	\$ 0 (6)	33,578	I	See footnotes (2) (3)
Warrant	\$ 2.23	10/05/2009		P		2,363		(5)	10/05/2014	Common Stock	2,363	\$ 0 (6)	12,321	I	See footnotes (2) (4)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALTA BIOPHARMA PARTNERS III LP ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111				Former 10% owner

ALTA BIOPHARMA PARTNERS III GMBH & CO BETEILIGUNGS KG ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111				Former 10% owner
ALTA BIOPHARMA MANAGEMENT III LLC ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111				Former 10% owner
ALTA EMBARCADERO BIOPHARMA PARTNERS III LLC ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111				Former 10% owner
DELEAGE JEAN ONE EMBARCADERO CENTER SUITE 3700 SAN FRANCISCO, CA 94111				Former 10% owner
CHAMPSI FARAH ONE EMBARCADERO CENTER SUITE 3700 SAN FRANCISCO, CA 94132				Former 10% owner
PENHOET EDWARD ONE EMBARCADERO CENTER SUITE 3700 SAN FRANCISCO, CA 94111				Former 10% owner
HURWITZ EDWARD ONE EMBARCADERO CENTER, SUITE 3700 SAN FRANCISCO, CA 94111				Former 10% owner

## Signatures

By Alta BioPharma Management III, LLC, /s/ Jean Deleage, Director		10/06/2009
**Signature of Reporting Person		Date
Alta BioPharma Management III, LLC, It's General Partner, /s/ Jean Deleage, Director		10/06/2009
**Signature of Reporting Person		Date
/s/ Jean Deleage, Director		10/06/2009
**Signature of Reporting Person		Date
/s/ Jean Deleage, Manager		10/06/2009
**Signature of Reporting Person		Date
/s/ Jean Deleage		10/06/2009
**Signature of Reporting Person		Date
/s/ Farah Champs		10/06/2009
**Signature of Reporting Person		Date
/s/ Edward Penhoet		10/06/2009
**Signature of Reporting Person		Date
/s/ Edward Hurwitz		10/06/2009
**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) These securities are held of record by Alta BioPharma Partners III, L.P. ("ABPIII").

Alta BioPharma Management III, LLC ("ABMIII") is the General Partner of ABPIII and Managing Limited Partner of Alta BioPharma Partners III GmbH & Co. Beteiligungs KG ("ABPIIKG"). Jean Deleage, Farah Champs, Edward Penhoet, and Edward Hurwitz are directors of ABMIII and managers of Alta Embarcadero BioPharma Partners III, LLC ("AEBPIII") and, along with ABPIII and ABPIIKG, the "Funds") and they exercise shared voting and investment power with respect to the shares owned by the Funds. Each reporting persons disclaims beneficial ownership of such securities, except to the extend of his or her pecuniary interest therein.

(3) These securities are held of record by ABPIIKG.

(4) These securities are held of record by AEBPIII.

(5) These warrants are immediately exercisable.

(6) These warrants were issued pursuant to Securities Purchase Agreement ("SPA") dated September 29, 2009. For every share of stock purchased at \$1.91 according to the SPA, 0.4 share of warrant was issued.

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.