

ZYMOGENETICS INC
Reported by
BRISTOL MYERS SQUIBB CO

FORM 4
(Statement of Changes in Beneficial Ownership)

Filed 10/08/10 for the Period Ending 10/08/10

Address	1201 EASTLAKE AVENUE E SEATTLE, WA 98102
Telephone	206-442-6600
CIK	0001129425
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

FORM 4

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public
Utility Holding Company Act of 1935 or Section 30(f) of the
Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
BRISTOL MYERS SQUIBB CO	ZYMOGENETICS INC [ZGEN]	<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
345 PARK AVENUE,	10/8/2010	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
NEW YORK, NY 10154		<input type="checkbox"/> Form filed by One Reporting Person
(City) (State) (Zip)		<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	10/8/2010		J	82605529 (1) (2) (3) A \$9.75	82605529 (1) (2) (3)	I (1) (2) (3)	See note (1) (2) (3)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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	7. Title and Amount of Securities Underlying Derivative Security (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				

Explanation of Responses:

- (1) Zeus Acquisition Corporation, a Washington corporation ("Purchaser"), is wholly-owned by Bristol-Myers Squibb Company ("Parent").
- (2) On September 7, 2010, ZymoGenetics, Inc. entered into an Agreement and Plan of Merger (the "Merger Agreement") with Parent and Purchaser. Pursuant to the Merger Agreement, and upon the terms and subject to the conditions thereof, Purchaser has commenced a cash tender offer to acquire all of the shares of the Issuer's Common Stock (the "Offer") for a purchase price of \$9.75 per share in cash (the "Offer Price").
- (3) At 12:00 midnight, New York City time, on October 7, 2010, the Offer expired as scheduled. The Offer was not extended. Based on the information provided by the depositary for the Offer to Parent, as of the expiration of the Offer, approximately 82,605,529 shares of Common Stock were validly tendered and not validly withdrawn prior to the expiration of the Offer, including approximately 1,501,981 shares of Common Stock subject to guaranteed delivery procedures. Purchaser has accepted for payment all shares of Common Stock validly tendered and not validly withdrawn. The shares of Common Stock validly tendered and not validly withdrawn represent approximately 94.9% of the shares of Common Stock outstanding.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

BRISTOL MYERS SQUIBB CO 345 PARK AVENUE NEW YORK, NY 10154		X		
Zeus Acquisition Corp C/O BRISTOL-MYERS SQUIBB COMPANY 345 PARK AVENUE NEW YORK, NY 10154		X		

Signatures

By: /s/ Sonia Vora as Asst. Secretary of Bristol-Myers Squibb Company

10/8/2010

****** Signature of Reporting Person

Date

By: /s/ Sonia Vora as Secretary of Zeus Acquisition Corporation

10/8/2010

****** Signature of Reporting Person

Date

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

* 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.

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.