

# 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

|  |   |  |
|--|---|--|
| <b>1. Name and Address of Reporting Person *</b><br><br><b>KIRK RANDAL J</b><br><br><small>(Last) (First) (Middle)</small><br><br><b>THE GOVERNOR TYLER, 1881 GROVE AVENUE</b><br><br><small>(Street)</small><br><br><b>RADFORD, VA 24141</b><br><br><small>(City) (State) (Zip)</small> | <b>2. Issuer Name and Ticker or Trading Symbol</b><br><br><b>HALOZYME THERAPEUTICS INC [ HALO ]</b><br><br><b>3. Date of Earliest Transaction (MM/DD/YYYY)</b><br><br><p align="center"><b>5/5/2011</b></p> | <b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b><br><br><input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span><br><input type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> |
| <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>   |   | <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b><br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input 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                    | 5/5/2011       |                                   | A                         |   | 20000<br>(1)  | A          | \$0.00 | 3430000   | D  |   |
| Common Stock                    |                |                                   |                           |   |   |            |        | 1722965   | I  | by R.J. Kirk DOT (2)                                  |
| Common Stock                    |                |                                   |                           |   |   |            |        | 49300   | I  | by JPK 2009 (2)                                       |
| Common Stock                    |                |                                   |                           |   |   |            |        | 49300   | I  | by MGK 2009 (2)                                       |
| Common Stock                    |                |                                   |                           |   |   |            |        | 293000  | I  | by JPK 2008 (2)                                       |
| Common Stock                    |                |                                   |                           |   |   |            |        | 293000  | I  | by MGK 2008 (2)                                       |
| Common Stock                    |                |                                   |                           |   |   |            |        | 293000  | I  | by ZSK 2008 (2)                                       |
| Common Stock                    |                |                                   |                           |   |   |            |        | 10945   | I  | by Lotus Capital (2)                                  |
| Common Stock                    |                |                                   |                           |   |   |            |        | 1436186   | I  | by Kirkfield (2)                                      |
| Common Stock                    |                |                                   |                           |   |   |            |        | 135000  | I  | by Staff 2001 (2)                                     |
| Common Stock                    |                |                                   |                           |   |   |            |        | 1326320   | I  | by NRM IV (2)   |
| Common Stock                    |                |                                   |                           |   |   |            |        | 6328853   | I  | by NRM V (2)  |

**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) Shares of restricted stock granted through the 2008 Outside Directors' Stock Plan. Shares will become fully vested on the date immediately preceding the date of the 2012 annual meeting of stockholders.
- (2) Randal J. Kirk controls each of Kirkfield, L.L.C. ("Kirkfield"), R.J. Kirk Declaration of Trust ("R.J. Kirk DOT"), JPK 2009, LLC ("JPK 2009"), MGK 2009, LLC ("MGK 2009"), JPK 2008, LLC ("JPK 2008"), MGK 2008, LLC ("MGK 2008"), ZSK 2008, LLC ("ZSK 2008"), Lotus Capital (2000) Company, Inc. ("Lotus Capital"), Third Security Staff 2001 LLC ("Staff 2001"), New River Management IV, LP ("NRM IV") and New River Management V, LP ("NRM V"). Shares held by these entities may be deemed to be indirectly beneficially owned (as defined under Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) by Mr. Kirk.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| <b>KIRK RANDAL J<br/>THE GOVERNOR TYLER<br/>1881 GROVE AVENUE<br/>RADFORD, VA 24141</b> | <b>X</b>      | <b>X</b>  |         |       |

**Signatures**

/s/ Randal J. Kirk

5/9/2011

\*\* 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.

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