
OMB APPROVAL

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hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G (Amendment No. _3_) *

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 (b)

RIGEL PHARMACEUTICALS, INC.	
(Name of Issuer)	
Common Stock	
(Title of Class of Securities)	
766559108	
(CUSIP Number)	
December 31, 2002	
(Date of Event Which Requires Filing of this Statement)	
Check the appropriate box to designate the rule pursuant to which this Schedule is filed:	:
_ Rule 13d-1(b)	
X Rule 13d-1(c)	
Rule 13d-1(d)	
* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.	l
The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).	
Page 1 of 18 pages	
CUSIP No. 766559108 Page 2 of 18 Pages	
NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
Alta Partners	
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) _ (b) X	
3 SEC USE ONLY	
4 CITIZENSHIP OR PLACE OF ORGANIZATION	
California	

SOLE VOTING POWER

Please see Attachment A

MIIM	BER OF	6	SHARED VOTING POWER	
SHARES BENEFICIALLY		Ü		
OWN	ED BY	7	5,832,923 Please see Attachment A	
REP	ACH ORTING	7	SOLE DISPOSITIVE POWER	
	RSON ITH		-0-	
		8	SHARED DISPOSITIVE POWER	
			5,832,923 Please see Attachment A	
9	AGGREGATE A	TUUOMA	BENEFICIALLY OWNED BY EACH REPORTING	PERSON
	5,832,923		Please see Attachment A	
10			AGGREGATE AMOUNT IN ROW (9) EXCLUDES	
	Please see	Attach	ment A	
11	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (9)	
	12.8%		Dlesse see Attachment A	
12	TYPE OF REI		Please see Attachment A FPERSON*	
	IA			
		*	SEE INSTRUCTION BEFORE FILLING OUT!	
CUSIP	No. 7665591			Page 3 of 18 Pages
1	NAMES OF RE	EPORTIN	IG PERSONS ITION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	Alta Partne	ers II,	Inc.	
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 4	CITIZENSHI		ACE OF ORGANIZATION	
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 4			Please see Attachment A	
	California		Please see Attachment A SOLE VOTING POWER	
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SHARED VOTING POWER

10.000

SOLE DISPOSITIVE POWER

5,832,923 Please see Attachment A

NUMBER OF

7

SHARES BENEFICIALLY

OWNED BY

EACH

REPORTING PERSON

WITH 8 SHARED DISPOSITIVE POWER 5,832,923 Please see Attachment A AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* Please see Attachment A 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.8%

12 TYPE OF REPORTING PERSON*

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108 Page 6 of 18 Pages NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta Embarcadero Partners, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | |

(b) |X| SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION

California

Please see Attachment A

SOLE VOTING POWER

-0-NUMBER OF 6 SHARED VOTING POWER

SHARES BENEFICIALLY 5,832,923 Please see Attachment A OWNED BY EACH

SOLE DISPOSITIVE POWER REPORTING PERSON -0-

WITH 8 SHARED DISPOSITIVE POWER

5,832,923 Please see Attachment A

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-----Please see Attachment A-----

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

Please see Attachment A 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.8%

- -----Please see Attachment A------TYPE OF REPORTING PERSON*

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 766559108 Page 7 of 18 Pages NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Alta BioPharma Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Please see Attachment A SOLE VOTING POWER -0-NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY 5,832,923 Please see Attachment A OWNED BY SOLE DISPOSITIVE POWER EACH REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER 5,832,923 Please see Attachment A AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 5,832,923 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* Please see Attachment A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12.8% -----Please see Attachment A------12 TYPE OF REPORTING PERSON* PN *SEE INSTRUCTION BEFORE FILLING OUT! CUSIP No. 766559108 Page 8 of 18 Pages 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Alta BioPharma Management Partners II, LLC. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) | | (b) |X| SEC USE ONLY CITIZENSHIP OR PLACE OF ORGANIZATION Delaware Please see Attachment A SOLE VOTING POWER NUMBER OF SHARED VOTING POWER SHARES BENEFICIALLY 5,832,923 Please see Attachment A OWNED BY SOLE DISPOSITIVE POWER EACH REPORTING PERSON WITH -----SHARED DISPOSITIVE POWER 5,832,923 Please see Attachment A AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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	TYPE OF REP		Please see Attachment A						
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4			ACE OF ORGANIZATION						
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	5,832,923		Please see Attachment A						
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4 CITIZENSHIP OR PLACE OF ORGANIZATION

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	2.5%		Please see Attachment A	
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12	TYPE OF RE	PORTING	PERSON*				
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		*	SEE INSTRUCTION BEFORE FILLING OUT!				
CUSIP	No. 766559	108	Page 12 of	= 18 P	ages		
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	Garrett Gr	uener					
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
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3	SEC USE ON						
 4			ACE OF ORGANIZATION				
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			Plass see Attachment A				
		5	Please see Attachment A SOLE VOTING POWER				

- -----Please see Attachment A------

NUMBER OF	6	SHARED VOTING POWER	
SHARES BENEFICIALLY		1,150,000 Please see Attachment A	
OWNED BY EACH	7	SOLE DISPOSITIVE POWER	
REPORTING PERSON		-0-	
WITH	8	SHARED DISPOSITIVE POWER	
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		BENEFICIALLY OWNED BY EACH REPORTING	PERSON
1,150,0		Please see Attachment A	
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Please	see Attac	hment A	
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		ATION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
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2 CHECK T	HE APPROP	RIATE BOX IF A MEMBER OF A GROUP*	
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3 SEC USE	ONLY		
4 CITIZEN	SHIP OR P	LACE OF ORGANIZATION	
United	States		
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United	States	Please see Attachment A	
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- (a) Name of Issuer: Rigel Pharmaceuticals, Inc. ("Issuer")
- (b) Address of Issuer's Principal Executive Offices:

240 East Grand Avenue South San Francisco, CA 94080

Item 2.

(a) Name of Person Filing:

Alta Partners ("AP")

Alta Partners II, Inc. ("AP II")

Alta California Partners, L.P. ("ACP")

Alta California Management Partners, L.P. ("ACMP")

Alta Embarcadero Partners, LLC ("AEP")

Alta BioPharma Partners II, L.P. ("ABP II")

Alta BioPharma Management Partners II, LLC ("ABMP II")

Alta Embarcadero BioPharma Partners II, LLC ("AEBP II")

Farah Champsi ("FC") Jean Deleage ("JD") Garrett Gruener ("GG") Alix Marduel ("AM") Guy Nohra ("GN")

(b) Address of Principal Business Office:

One Embarcadero Center, Suite 4050 San Francisco, CA 94111

(c) Citizenship/Place of Organization:

Entities: AP California
AP II California
ACP Delaware
ACMP Delaware
AEP California
ABP II Delaware
ABMP II Delaware

AEBP II California

Individuals: FC United States

JD United States

GG United States

AM United States

GN United States

United States

- (d) Title of Class of Securities: Common Stock
- (e) CUSIP Number: 766559108

Item 3. Not applicable.

Item 4 Ownership.

<TABLE>

Please see Attachment A

		AP	AP II	ACP	ACMP	AEP	ABP II	ABMP II
 <s> (a)</s>	Beneficial Ownership		<c> 5,832,923</c>				<c> 5,832,923</c>	
(b)	Percentage of Class	12.8%	12.8%	12.8%	12.8%	12.8%	12.8%	12.8%
(c)	Sole Voting Power							
	Shared Voting Power	5,832,923	5,832,923	5,832,923	5,832,923	5,832,923	5,832,923	5,832,923

Sole Dispositive -0--0--0--0--0--0-Power 5,832,923 5,832,923 5,832,923 5,832,923 5,832,923 5,832,923 Dispositive Power AEBP II FC JD GG AM Beneficial 5,832,923 1,150,000 5,842,923 4,682,923 1,150,000 (a) 4,682,923 Ownership (b) Percentage of 12.8% 2.5% 12.8% 10.2% 2.5% 10.2% Class (c) Sole Voting Power -0- -0- 10,000 -0- -0--0-5,832,923 1,150,000 5,832,923 4,682,923 1,150,000 4,682,923 Shared Voting Power -0-10,000 Sole Dispositive -0--0--0--0-Power 5,832,923 1,150,000 5,832,923 4,682,923 1,150,000 4,682,923 Shared Dispositive Power

Please see Attachment A

</TABLE>

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in Section 240.13d-1 (b) (1) (ii) (H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

EXHIBITS

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 5, 2003

ALTA PARTNERS ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management

Partners, L.P.,

By: /s/ Jean Deleage By: /s/ Jean Deleage

Jean Deleage, President Jean Deleage, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P. ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage By: /s/ Jean Deleage

Jean Deleage, General Partner Jean Deleage, Member

ALTA PARTNERS II, INC.

By: /s/ Jean Deleage

Jean Deleage, President

ALTA BIOPHARMA PARTNERS II, L.P. ALTA BIOPHARMA MANAGEMENT By: Alta BioPharma Management PARTNERS II, LLC

Partners II, LLC

By: /s/ Farah Champsi By: /s/ Farah Champsi

-----Farah Champsi, Member Farah Champsi, Managing Director

ALTA EMBARCADERO BIOPHARMA PARTNERS II, LLC

By: /s/ Farah Champsi /s/ Alix Marduel

Farah Champsi, Manager Alix Marduel

/s/ Jean Deleage /s/ Guy Nohra

Guy Nohra Jean Deleage

/s/ Garrett Gruener /s/ Farah Champsi

_____ _____

Garrett Gruener Farah Champsi

EXHIBIT A

AGREEMENT OF JOINT FILING

Date: February 5, 2003

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

ALTA PARTNERS ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management

Partners, L.P.,

By: /s/ Jean Deleage By: /s/ Jean Deleage

_____ Jean Deleage, President Jean Deleage, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P. ALTA EMBARCADERO PARTNERS, LLC By: /s/ Jean Deleage

Jean Deleage, General Partner

By: /s/ Jean Deleage

Jean Deleage, Member

ALTA PARTNERS II, INC.

By: /s/ Jean Deleage

Jean Deleage, President

ALTA BIOPHARMA PARTNERS II, L.P. By: Alta BioPharma Management Partners II, LLC ALTA BIOPHARMA MANAGEMENT PARTNERS II, LLC

By: /s/ Farah Champsi

Farah Champsi, Managing Director

By: /s/ Farah Champsi
----Farah Champsi, Member

ALTA EMBARCADERO BIOPHARMA PARTNERS II, LLC

By: /s/ Farah Champsi

Farah Champsi, Manager

/s/ Jean Deleage -----Jean Deleage

/s/ Garrett Gruener
Garrett Gruener

/s/ Alix Marduel

Alix Marduel

/s/ Guy Nohra
-----Guy Nohra

/s/ Farah Champsi

Farah Champsi

Attachment A

Alta Partners II, Inc. provides investment advisory services to several venture capital funds including Alta BioPharma Partners II, L.P. and Alta Embarcadero BioPharma Partners II, LLC.

Alta BioPharma Partners II, L.P. beneficially owns 1,109,196 shares of Common Stock. Alta Embarcadero BioPharma Partners II, LLC beneficially owns 40,804 shares Common Stock. The respective managing directors of Alta BioPharma Partners II, L.P. and managers of Alta Embarcadero BioPharma Partners II, LLC exercise sole voting and investment power in respect to the shares owned by such funds.

Certain principals of Alta Partners II, Inc. are managing directors and managers of Alta BioPharma Management II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.), and Alta Embarcadero BioPharma Partners II, LLC (respectively). As managing directors and managers of such entities, they may be deemed to share voting and investment powers for the shares held by the funds. The principals of Alta Partners II, Inc. disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Alta Partners provides investment advisory services to several venture capital funds including Alta California Partners, L.P. and Alta Embarcadero Partners, LLC.

Alta California Partners, L.P. beneficially owns 4,578,327 shares of Common Stock. Alta Embarcadero Partners, LLC beneficially owns 104,596 shares of Common Stock. The respective general partners and members of Alta California Partners L.P. and Alta Embarcadero Partners, LLC exercise sole voting and investment power with respect to the shares owned by such funds.

Certain principals of Alta Partners are general partners of Alta California Management Partners, L.P. (which is a general partner of Alta California Partners, L.P.), and members Alta Embarcadero Partners, LLC. As general partners and members of such funds, they may be deemed to share voting and investment powers for the shares held by the funds. The principals of Alta Partners disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Mr. Jean Deleage, a director of Rigel Pharmaceuticals, Inc., is a managing director of Alta BioPharma Management Partners II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.), a manager of Alta Embarcadero BioPharma Partners II, LLC, a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. Thus he shares voting and dispositive powers over the 1,109,196 shares of Common Stock beneficially owned

by Alta BioPharma Partners II, L.P., the 40,804 shares beneficially owned by Alta Embarcadero BioPharma Partners II, LLC, the 4,578,327 shares of Common Stock beneficially owned by Alta California Partners L.P. and the 104,596 shares of Common Stock beneficially owned by Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of their proportionate pecuniary interests therein. Mr. Jean Deleage, holds stock options for 10,000 shares of Common Stock: of which options for 5,000 shares of Common Stock were granted on June 20, 2002 and options for 5,000 shares of Common Stock were granted on July 19, 2001. The options vest 1/24th per month over a two year period commencing on the date of grant.

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Attachment A

Ms. Farah Champsi is a managing director of Alta BioPharma Management Partners II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.) and a manager of Alta Embarcadero BioPharma Partners II, LLC. Thus she shares voting and dispositive powers over the 1,109,196 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P. and the 40,804 shares of Common Stock beneficially owned by Alta Embarcadero BioPharma Partners II, LLC.

Mr. Garrett Gruener is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a member of Alta Embarcadero Partners, LLC. Thus he shares voting and dispositive powers over the 4,578,327 shares of Common Stock beneficially owned by Alta California Partners L.P. and 104,596 shares of Common stock beneficially owned by Alta Embarcadero Partners LLC. He disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of their proportionate pecuniary interests therein.

Dr. Alix Marduel is a managing director of Alta BioPharma Management Partners II, LLC (which is the general partner of Alta BioPharma Partners II, L.P.) and a manager of Alta Embarcadero BioPharma Partners II, LLC. Thus she shares voting and dispositive powers over the 1,109,196 shares of Common Stock beneficially owned by Alta BioPharma Partners II, L.P. and the 40,804 shares of Common Stock beneficially owned by Alta Embarcadero BioPharma Partners II, LLC.

Mr. Guy Nohra is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.). Thus he shares voting and dispositive powers over the 4,578,327 shares of Common Stock beneficially owned by Alta California Partners L.P. He disclaims beneficial ownership of all such shares held by all of the foregoing funds except to the extent of their proportionate pecuniary interests therein.

Alta Partners and Alta Partners II, Inc. are venture capital firms that share an office in San Francisco. Alta Partners is California Corporation. Alta Partners II, Inc. is a California Corporation. Alta California Partners, L.P. is a Delaware Limited Partnership, Alta Embarcadero Partners, LLC is a California Limited Liability Company, Alta BioPharma Partners II, L.P. is a Delaware Limited Partnership, and Alta Embarcadero BioPharma Partners II, LLC is a California Limited Liability Company.

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