

# FORM 4

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

|  |           |
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| OMB APPROVAL                                   |           |
| 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

(Print or Type Responses)

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person *<br><b>SIMON NICHOLAS J III</b>                      |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>RIGEL PHARMACEUTICALS INC [RIGL]</b>  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) |  |
| (Last) (First) (Middle)<br><b>C/O MPM ASSET MANAGEMENT, 111 HUNTINGTON AVENUE, 31ST FLOOR</b> |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/17/2004</b>                   |  |   |  |
| (Street)<br><b>BOSTON, MA 02199</b>   |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person    |  |
| (City) (State) (Zip)  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |   |  |

| 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                    | 08/17/2004                           |  | S                              |   | 13,599<br>(1)   | D          | \$ 22.444 | 1,809,998   | I  | See Footnote (2)                                      |
| Common Stock                    | 08/18/2004                           |  | S                              |   | 5,400<br>(3)  | D          | \$ 21.8   | 1,804,598   | I  | See Footnote (4)                                      |
| Common Stock                    |                                      |  |                                |   |   |            |           | 922   | D  |   |

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 |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SIMON NICHOLAS J III<br>C/O MPM ASSET MANAGEMENT<br>111 HUNTINGTON AVENUE, 31ST FLOOR<br>BOSTON, MA 02199 | X             | X         |         |       |

## Signatures

/s/ Nicholas J. Simon, III

08/18/2004

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 shares were sold as follows: 761 by MPM BioVentures III, L.P. ("BVIII"); 11,320 by MPM BioVentures III-QP, L.P. ("BVIII QP"); 957 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BVIII KG"); 342 by MPM BioVentures III Parallel Fund, L.P. ("BVIII PF"); and 219 MPM Asset Management Investors 2003 BVIII LLC ("BVAM LLC"). MPM BioVentures III GP, L.P. ("BVIII GP") and MPM BioVentures III LLC ("BVIII LLC") are the direct and indirect partners of BVIII, BVIII QP, BVIII PF and BVIII KG.
- (2) The shares are held as follows: 101,302 by BVIII; 1,506,678 by BVIII QP; 127,334 by BVIII KG; 45,504 by BVIII PF; and 29,180 by BVAM LLC. The Reporting Person is a member of BVIII LLC and BVAM LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.
- (3) The shares were sold as follows: 302 by BVIII; 4,495 by BVIII QP; 380 by BVIII KG; 136 by BVIII PF; and 87 BVAM LLC. BVIII GP and BVIII LLC are the direct and indirect partners of BVIII, BVIII QP, BVIII PF and BVIII KG.
- (4) The shares are held as follows: 101,000 BVIII; 1,502,183 by BVIII QP; 126,954 by BVIII KG; 45,368 by BVIII PF; and 29,093 by BVAM LLC. The Reporting Person is a member of BVIII LLC and BVAM LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

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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