

# 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 * MPM BIOVENTURES III QP LP		2. Issuer Name and Ticker or Trading Symbol RIGEL PHARMACEUTICALS INC [RIGL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) C/O MPM ASSET MANAGEMENT, 111 HUNTINGTON AVE., 31ST FLOOR	(First) BOSTON, MA 02199	(Middle) BOSTON, MA 02199	3. Date of Earliest Transaction (Month/Day/Year) 08/19/2004		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(Street)	(City)	(State)	(Zip)	4. If Amendment, Date Original Filed (Month/Day/Year)	

**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	08/19/2004		S		5,000 (1)	D	\$ 21.7694	1,800,424	I	See Footnote (2)
Common Stock	08/20/2004		S		27,499 (3)	D	\$ 21.8415	1,772,925	I	See Footnote (4)

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

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. SEC 1474 (9-02)

**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		Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MPM BIOVENTURES III QP LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
MPM BIOVENTURES III LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		

MPM BIOVENTURES III GMBH & CO C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
MPM BIOVENTURES III PARALLEL FUND C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
MPM ASSET MANAGEMENT INVESTORS 2003 BVIII LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
MPM BIOVENTURES III GP LP C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
MPM BIOVENTURES III LLC C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
GALAKATOS NICHOLAS C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
STEINMETZ MICHAEL C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		
WHEELER KURT C/O MPM ASSET MANAGEMENT 111 HUNTINGTON AVE., 31ST FLOOR BOSTON, MA 02199		X		

## Signatures

By Luke Evnin, member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III-QP, L.P /s/ Luke Evnin		08/23/2004
**Signature of Reporting Person		Date
By Luke Evnin, member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III, L.P /s/ Luke Evnin		08/23/2004
**Signature of Reporting Person		Date
By Luke Evnin, member of MPM BioVentures III LLC, the gp of MPM BioVentures III GP, L.P., the gp of MPM BioVentures III GmbH and Co. Beteiligungs KG /s/ Luke Evnin		08/23/2004
**Signature of Reporting Person		Date
By Luke Evnin, member of MPM BioVentures III LLC, the general partner of MPM BioVentures III GP, L.P., the general partner of MPM BioVentures III Parallel Fund, L.P /s/ Luke Evnin		08/23/2004
**Signature of Reporting Person		Date
By Luke Evnin, manager of MPM Asset Management Investors 2003 BVIII LLC /s/ Luke Evnin		08/23/2004
**Signature of Reporting Person		Date
By Luke Evnin, member of MPM BioVentures III, LLC, the general partner of MPM BioVentures III GP, L.P. /s/ Luke Evnin		08/23/2004
**Signature of Reporting Person		Date
By Luke Evnin, member of MPM BioVentures III, LLC /s/ Luke Evnin		08/23/2004

--Signature of Reporting Person

Date

/s/ Nicholas Galakatos

08/23/2004

--Signature of Reporting Person

Date

/s/ Michael Steinmetz

08/23/2004

--Signature of Reporting Person

Date

/s/ Kurt Wheeler

08/23/2004

--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).

See Form 4 filed for Luke Evin for additional members of this joint filing. The shares were sold as follows: 280 by MPM BioVentures III, L.P. ("BVIII"); 4,162 by MPM BioVentures III-QP, L.P. ("BVIII QP"); 352 by MPM BioVentures III GmbH & Co. Beteiligungs KG ("BVIII KG"); 126 by MPM BioVentures III Parallel Fund, L.P.

(1) ("BVIII PF"); and 80 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.

The shares are held as follows: 100,720 by BVIII; 1,498,021 by BVIII QP; 126,602 by BVIII KG; 45,242 by BVIII PF; 29,013 by BVAM LLC; and 826 by Kurt Wheeler.

(2) 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: 1,539 by BVIII; 22,891 by BVIII QP; 1,935 by BVIII KG; 691 by BVIII PF; and 443 BVAM LLC. BVIII GP and BVIII LLC are the direct and indirect partners of BVIII, BVIII QP, BVIII PF and BVIII KG.

The shares are held as follows: 99,181 BVIII; 1,475,130 by BVIII QP; 124,667 by BVIII KG; 44,551 by BVIII PF; 28,570 by BVAM LLC; and 826 by Kurt Wheeler. The

(4) 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.

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.