

# FORM 4

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

OMB APPROVAL	
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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 or Section 30(h) of the Investment Company Act of 1940

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

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>SIMON NICHOLAS J III</b>		2. Issuer Name and Ticker or Trading Symbol <b>RIGEL PHARMACEUTICALS INC [RIGL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>C/O MPM ASSET MANAGEMENT, 111 HUNTINGTON AVENUE, 31ST FLOOR</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>10/04/2004</b>			
(Street) <b>BOSTON, MA 02199</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)					

### 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	10/04/2004		X		868,055	A	\$ 5.76	868,055	I	See Footnote (3)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Common Stock Warrants (Right to Buy)	\$ 5.76	10/04/2004		X		868,055 (1)	06/26/2003	06/26/2008	Common Stock	868,055	\$ 0	0	I	See Footnote (2)

## Reporting Owners

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

## Signatures

/s/ Nicholas J. Simon, III	10/06/2004
<small>Signature of Reporting Person</small>	<small>Date</small>

## 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).

The shares were exercised as follows: 48,585 shares by MPM BioVentures III, L.P. ("BV III"), 722,589 shares by MPM BioVentures III-QP, L.P. ("BV III QP"), 21,823 shares by MPM BioVentures III Parallel Fund, L.P. ("BV III PF"), 61,068 shares by MPM BioVentures GmbH & Co. Beteiligungs KG ("BV III KG") and 13,990 shares by MPM Asset Management Investors

(1) 2003 BV III, LLC ("BV AM LLC"). MPM BioVentures III GP, L.P. ("BV III GP") and MPM BioVentures III LLC ("BV III LLC") are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG and the Reporting Person is a member of BV III LLC. The Reporting Person is a member of BV AM LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

(2) No shares held

The shares are held as follows: 48,585 shares by BV III, 722,589 shares by BV III QP, 21,823 shares by BV III PF, 61,068 shares by BV III KG and 13,990 shares by BV AM LLC. BV III GP (3) and BV III LLC are the direct and indirect general partners of BV III, BV III QP, BV III PF and BV III KG and the Reporting Person is a member of BV III LLC. The Reporting Person is a member of BV AM LLC. The Reporting Person disclaims beneficial ownership of the securities except to the extent of his pecuniary interest therein.

**Remarks:**

This amendment is being filed solely to correct a typographical error in the sales price.

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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