

# 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>SHERWIN STEPHEN A</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"/> Officer (give title below) <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>C/O CELL GENESYS, INC., 342 LAKESIDE DRIVE</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>07/28/2003</b>			
(Street) <b>FOSTER CITY, CA 94404</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)		<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)			

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						Title
Stock Option (right to buy)	\$ 99	07/28/2003		D		\$ 2,222		(1)	03/08/2010	Common Stock	2,222	\$ 0	1,517	D	
Stock Option (right to buy)	\$ 40.5	07/28/2003		D		\$ 705		(2)	08/02/2010	Common Stock	705	\$ 0	812	D	
Stock Option (right to buy)	\$ 73.53	07/28/2003		D		\$ 556		(3)	07/19/2011	Common Stock	556	\$ 0	556	D	
Stock Option (right to buy)	\$ 27	07/28/2003		D		\$ 556		(4)	06/20/2012	Common Stock	556	\$ 0	0	D	
Stock Option (right to buy)	\$ 9.2	07/28/2003		A		\$ 4,039		(5)	07/28/2006(6)	Common Stock	4,039	\$ 0	4,039	D	

### Reporting Owners

Reporting Owner Name / Address	<b>Relationships</b>			
	Director	10% Owner	Officer	Other

SHERWIN STEPHEN A C/O CELL GENESYS, INC. 342 LAKESIDE DRIVE FOSTER CITY, CA 94404	X			
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## Signatures

/s/ James H. Welch, Attorney-in-fact for Reporting Person		07/28/2003
<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).

(1) Vests monthly over two (2) years after grant date of March 8, 2000.

(2) Vests monthly over 2 years after grant date of March 8, 2000.

(3) Vests monthly over 2 years after grant date of July 19, 2001.

(4) Vests monthly over 2 years after grant date of June 20, 2002.

(5) Vests 20% at 6-month anniversary from July 28, 2003 grant date, 20% at 1 year anniversary of July 28, 2003 grant date and remaining 60% vests monthly over the last 2 years.

(6) Life is 3 years + 5 business days.

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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