FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

ngton, D.C. 20549	OMB APPROVAL

OMB Number:	3235-0287
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hours per response:	0.5
	Estimated average burde

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

1. Name and Address of Reporting Person*				2. Issuer Name and Ticker or Trading Symbol PEREGRINE PHARMACEUTICALS INC								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
POHL DAVID											_ [ ]	X Director		10% Owner		ner		
																pecify		
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year)									below)			
14282 FRANKLIN AVENUE					05/02/2011													
						4. If Amendment, Date of Original Filed (Month/Day/Year)							6. Individual or Joint/Group Filing (Check Applicable					
				and the state of original rinea (monarization)							Line)							
C.	A	92780							)	X Form filed by One Reporting Person								
												Form filed by More than One Reporting						
(S	tate)	(Zip)										reisuii						
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	l c						<del>' '</del>	<del>-</del>										
					3. 4. Securities Acquired (A) (			d (A) or r. 3. 4 and 5	or 5. Amount of 4 and 5) Securities		Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership					
					ay/Year) if any		Code (Instr.			,				Beneficial	lly			
				(World // Day / Tear)		a,   0,			1	1	Reported	,  ,,,	(1) (1115		(Instr. 4)			
						Code V	Amo	unt	(A) or (D)	Price								
Table II. Devivative Convision Assuring Disposed of an Developeral																		
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1. Title of   2.   3. Transaction   Date			e, Trans		Derivative I		Expiration Date of Securities			es	Derivative	derivative		Ownership	11. Nature of Indirect			
										Security (Instr. 5)				Beneficial Ownership				
Derivative		(	,   ',	or Disp		or Disposed		(Instr. 3 and 4)				(	Owned		or Indirect	(Instr. 4)		
Security				3, 4 and 5)							Reported		(1) (111501. 4)					
											Amount	1	(Instr. 4)	on(s)	)			
							Date	Expira	ion		or Number							
			Code	V	(A)	(D)	Exercisable	Date		Title	of Shares							
*0.44	05/00/0044		Ι.		1 40 000		(1)	05/40/6	004	Common	1 40 000		<b>540.00</b>					
\$2.44	05/02/2011		I A		142,000		06/02/2011(1)	05/12/2	:021	Stock	142,000	\$0	512,00	U	D			
	C. (S  Security (Inst	(First) RANKLIN AVENUE  CA (State)  Ta Security (Instr. 3)  2. Conversion or Exercise Price of Derivative Security  (Month/Day/Year)	(First) (Middle)  RANKLIN AVENUE  CA 92780  (State) (Zip)  Table I - Non- Security (Instr. 3)  Table II - C ((C)  Conversion or Exercise Price of Derivative Security  RANKLIN AVENUE  3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle)  RANKLIN AVENUE  CA 92780  (State) (Zip)  Table I - Non-Derivation Date (Month/Day)  Conversion or Exercise Price of Derivative Security  2. Transaction Date (Month/Day/Year)  (Month/Day/Year) 3. Transaction Date (if any (Month/Day/Year)  (Month/Day/Year) Code  Code	CA 92780  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (Month/Day/Year)  Table II - Derivative Security (Month/Day/Year)  Code (Instr. 8)	CA   92780   Security (Instr. 3)   CA   Security (Instr. 3)   2. Transaction Date (Month/Day/Year)   COnversion or Exercise Price of Derivative Security (Month/Day/Year)   3. Date of Earliest 05/02/2011   4. If Amendment, I   4. If Amendment, I   2. Transaction Date (Month/Day/Year)   Conversion or Exercise Price of Derivative Security (Month/Day/Year)   3. Transaction Date (Month/Day/Year)   Security (Month/Day/Year)   5. Numb Code (Instr. 8)   6. Numb	CA   92780   Security (Instr. 3)   Code   V   (A)   (D)	CA   92780   Security (Instr. 3)   CA   Phina   Paragraphic   Phina   Paragraphic   Phina   Phina	Table I - Non-Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion of Exercise Price of Derivative Security (Month/Day/Year)  2. Issuer Name and Ticker or Trading Symbol PEREGRINE PHARMACEUT. PHM ]  3. Date of Earliest Transaction (Month/Day/Year) 05/02/2011  4. If Amendment, Date of Original Filed (Month Month/Day/Year)  Table II - Non-Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion of Exercise Price of Derivative Security (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, options, conversion of Exercise Price of Derivative Security (Month/Day/Year)  3. Transaction Conversion On Exercise (e.g., puts, calls, warrants, options, conversion of Exercise Price of Derivative Security (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Transaction Code (Instr. 8)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V (A) (D) Date Exercisable Expiration Date (D) (Instr. 3, 4 and 5)	CA   92780   Security (Instr. 3)   CA   92780   CA   92	PEREGRINE PHARMACEUTICALS INCOMPHM ]  (First) (Middle)  RANKLIN AVENUE  3. Date of Earliest Transaction (Month/Day/Year) 05/02/2011  4. If Amendment, Date of Original Filed (Month/Day/Year)  CA 92780  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Bere (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Inst if any (Month/Day/Year) (Month/Day/Year) (P) (D) (D) (D) (D) (D) (D) (D) (D) (D) (D	2. Issuer Name and Ticker or Trading Symbol PEREGRINE PHARMACEUTICALS INC [ PPHM ]  3. Date of Earliest Transaction (Month/Day/Year) 05/02/2011  4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Inc Line) 1. Inc Line 1. Inc	Address of Reporting Person DAVID  (First) (Middle)  (First) (Middle)  (First) (Middle)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year)  (Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Security (Month/Day/Year)  (Security (Instr. 3)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (M	Address of Reporting Person DAVID  (First) (Middle)  (First) (Middle)  (CA 92780  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Security (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  (Ce.g., puts, calls, warrants, options, convertible Securities Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (Instr. 3)  Table II - Derivative Securities Acquired, Disposed of, Or Beneficially Owned (Instr. 3)  Table II - Deri	Address of Reporting Person* DAVID  (First)  (Middle)  (First)  (Middle)  (First)  (Middle)  (State)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (State)  (Zip)  (A)  (Month/Day/Year)  (Month/	2. Issuer Name and Ticker or Trading Symbol   PEREGRINE PHARMACEUTICALS INC     S. Relationship of Reporting Person(s) to Issuer Name and Ticker or Trading Symbol   PEREGRINE PHARMACEUTICALS INC     S. Director   1094 Own Officer (give title below)   S. Director   1094 Own Officer (give title below)   O		

## Explanation of Responses:

1. This option vests monthly over a three year period.

## Remarks:

/s/ David H. Pohl

05/03/2011

\*\* Signature of Reporting Person

Date

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

- \* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.