

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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| 1. Name and Address of Reporting Person* <u>Ziebell Mark R</u> (Last) (First) (Middle) <u>14282 FRANKLIN AVE.</u> (Street) <u>TUSTIN CA 92780</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>PEREGRINE PHARMACEUTICALS INC [PPHM]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP and General Counsel</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>06/02/2016</u> | |
| 4. If Amendment, Date of 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 | | | | |

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 Securities Underlying Derivative Security (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: 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) | \$0.5001 | 06/02/2016 | | A | | 150,000 | | 09/02/2016 ⁽¹⁾ | 06/02/2026 | Common Stock | 150,000 | \$0.0000 | 975,000 | D | |
| 10.5% Series E Convertible Preferred Stock | \$3 ⁽²⁾ | | | | | | | (3) | (4) | Common Stock | 7,500 ⁽⁵⁾ | | 900 ⁽⁵⁾ | D | |

Explanation of Responses:

- This option vests in eight (8) equal quarterly installments over a two (2) year period beginning September 2, 2016 and each quarter thereafter until fully-vested.
- Each share of 10.5% Series E Convertible Preferred Stock (the "Series E Preferred Stock") shall be convertible at any time at the option of the holder into that number of whole shares of common stock equal to \$25.00 per share, plus accrued and unpaid dividends, divided by an initial conversion price of \$3.00, as may be adjusted.
- The exercisable dates of the Series E Preferred stock is May 23, 2016 (600 shares) and May 24, 2016 (300 shares).
- The Series E Preferred Stock has no expiration date.
- As of the date of issuance (assuming no accrued and unpaid dividends and no adjustments to the conversion price), 900 shares of Series E Preferred Stock would have been convertible into 7,500 shares of Common Stock.

/s/ Mark R. Ziebell

06/03/2016

** 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.