

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

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>McGuyer Frank B.</u>  (Last) (First) (Middle) <u>C/O BELLICUM PHARMACEUTICALS, INC.</u> <u>2130 W. HOLCOMBE BLVD., STE. 800</u>  (Street) <u>HOUSTON TX 77030</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>BELLICUM PHARMACEUTICALS, INC [</u> <u>BLCM ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>12/23/2014</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  Form filed by More than One Reporting Person
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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	12/23/2014		C		298,434 <sup>(1)(2)</sup>	A	(3)	445,492	I	By McGuyer Investments Ltd.
Common Stock	12/23/2014		C		1,227,132 <sup>(1)(2)</sup>	A	(4)	1,672,624	I	By McGuyer Investments Ltd.
Common Stock	12/23/2014		C		301,842 <sup>(1)(2)</sup>	A	(5)	1,974,466	I	By McGuyer Investments Ltd.
Common Stock	12/23/2014		C		196,197 <sup>(1)(2)</sup>	A	(5)	2,170,663	I	By McGuyer Investments Ltd.
Common Stock	12/23/2014		J <sup>(6)</sup>		44,735 <sup>(1)</sup>	A	\$0.00	2,215,398	I	By McGuyer Investments Ltd.

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	Amount or Number of Shares				
Series A Convertible Preferred Stock	(3)	12/23/2014		C			507,339 <sup>(1)</sup>	(3)	(3)	Common Stock	298,434 <sup>(1)(2)</sup>	\$0.00	0	I	By McGuyer Investments Ltd.
Series B Convertible Preferred Stock	(4)	12/23/2014		C			2,086,125 <sup>(1)</sup>	(4)	(4)	Common Stock	1,227,132 <sup>(1)(2)</sup>	\$0.00	0	I	By McGuyer Investments Ltd.
Series C Convertible Preferred Stock	(5)	12/23/2014		C			513,133 <sup>(1)</sup>	(5)	(5)	Common Stock	301,842 <sup>(1)(2)</sup>	\$0.00	0	I	By McGuyer Investments Ltd.
Series C Convertible Preferred Stock	(5)	12/23/2014		C			333,536 <sup>(1)</sup>	(5)	(5)	Common Stock	196,197 <sup>(1)(2)</sup>	\$0.00	0	I	By McGuyer Investments Ltd.

Explanation of Responses:

1. The Reporting Person has voting and investment power held by McGuyer Investments Ltd. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.
2. Reflects 1.7-for-1 reverse stock split which became effective on December 5, 2014.
3. The Series A Convertible Preferred Stock converted into the Issuer's common stock on a 1.7-for-1 basis and had no expiration date.
4. The Series B Convertible Preferred Stock converted into the Issuer's common stock on a 1.7-for-1 basis and had no expiration date.
5. The Series C Convertible Preferred Stock converted into the Issuer's common stock on a 1.7-for-1 basis and had no expiration date.
6. On December 4, 2014, the Board of Directors of the Issuer declared a dividend payable to all holders of records of the Series B Convertible Participating Preferred Stock of the Issuer on December 16, 2014, payable in the form of cash or in shares of Common Stock of the Issuer, at the option of each holder. The dividends occurred in connection with the closing of the Issuer's public offering. The Reporting Person elected to receive the shares of

Remarks:

/s/ Frank B. McGuyer

12/23/2014

\*\* 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.

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