

HANHAM ANN  
Form 4  
May 16, 2012

**FORM 4**

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

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HANHAM ANN

(Last) (First) (Middle)

ONE EMBARCADERO CENTER,  
SUITE 2700

(Street)

SAN FRANCISCO, CA 94111-3776

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ENDOCYTE INC [ECYT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/14/2012

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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	05/14/2012		S		98,785	D	\$ 6.9354 (1)	1,131,618	I	By Burrill Life Sciences Capital Fund, L.P. (2)
Common Stock	05/15/2012		S		36,929	D	\$ 6.6787 (3)	1,094,689	I	By Burrill Life Sciences Capital Fund, L.P. (2)

Common Stock	05/14/2012	S	8,215	D	\$ 6,9354 (1)	94,117	I	By Burrill Indiana Life Sciences Capital Fund, L.P. (4)
Common Stock	05/15/2012	S	3,071	D	\$ 6.6787 (3)	91,046	I	By Burrill Indiana Life Sciences Capital Fund, L.P. (4)

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

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SEC 1474  
(9-02)

**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 Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Relationships

#### Reporting Owner Name / Address

Director 10%  
Owner Officer Other

HANHAM ANN  
ONE EMBARCADERO CENTER, SUITE 2700  
SAN FRANCISCO, CA 94111-3776

X

## Signatures

/s/ Michael A. Sherman, Attorney-in-fact for Ann F. Hanham (power of attorney previously filed)

05/16/2012

\_\_Signature of Reporting Person

Date

## 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) Represents the sale of 107,000 shares in multiple transactions, ranging in price from \$6.8401 to \$7.0500 per share, resulting in a weighted average sale price per share of \$6.9354. The reporting person will provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(2) Ann Hanham is a managing member of Burrill & Company (Life Science GP), LLC which has the ultimate voting and investment power over shares held of record by Burrill Life Sciences Capital Fund, L.P., and she may be deemed to have voting and investment power over shares held of record by Burrill Life Sciences Capital Fund, L.P. Ms. Hanham disclaims beneficial ownership of the shares directly held by the entities affiliated with Burrill & Company except to the extent of her individual pecuniary interest therein.

(3) Represents the sale of 40,000 shares in multiple transactions, ranging in price from \$6.5201 to \$6.9200 per share, resulting in a weighted average sale price per share of \$6.6787. The reporting person will provide, upon request by the SEC staff, the Issuer or a security holder of the Issuer, full information regarding the number of shares sold at each separate price within the range.

(4) Ann Hanham is a managing member of Burrill & Company (Indiana GP), LLC which has the ultimate voting and investment power over shares held of record by Burrill Indiana Life Sciences Capital Fund, L.P., and she may be deemed to have voting and investment power over shares held of record by Burrill Indiana Life Sciences Capital Fund, L.P. Ms. Hanham disclaims beneficial ownership of the shares directly held by the entities affiliated with Burrill & Company except to the extent of her individual pecuniary interest therein.

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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