

CROSS HERB

Form 4

January 27, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CROSS HERB

(Last) (First) (Middle)

1400 SEAPORT BLVD

(Street)

REDWOOD CITY, CA 94063

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

FACET BIOTECH CORP [FACT]

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

01/23/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

Corp Controller/Prin Acctg Off

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock	01/23/2009		A	551 ⁽¹⁾	A \$ 0 1,007	D	
Common Stock	01/23/2009		A	3,860 ⁽²⁾	A \$ 0 4,867	D	
Common Stock	01/23/2009		A	1,653 ⁽³⁾	A \$ 0 6,520	D	
Common Stock	01/23/2009		A	9,000 ⁽⁴⁾	A \$ 0 15,520	D	
Common Stock	01/23/2009		F	237 ⁽⁵⁾	D \$ 6.17 15,283	D	

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

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(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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 6.17	01/23/2009		A	14,000	<u>(6)</u> 01/23/2016	Common Stock	14,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROSS HERB 1400 SEAPORT BLVD REDWOOD CITY, CA 94063			Corp Controller/Prin Acctg Off	

Signatures

/s/ Herb Cross 01/27/2009

__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) These restricted shares were subject to a risk of forfeiture that lapsed with respect to all the shares on January 23, 2009.
- (2) These restricted shares are subject to a risk of forfeiture that lapses with respect to all the shares on September 14, 2009.
- (3) These restricted shares are subject to a risk of forfeiture that lapses with respect to 1/3rd of the shares on December 19, 2009 and 1/3rd of the shares annually each year thereafter.
- (4) These restricted shares are subject to a risk of forfeiture that lapses with respect to 1/3rd of the shares annually from the date of grant.
- (5) Represents the number of shares on January 23, 2009 withheld by the issuer and canceled to satisfy tax withholding obligations that arose in connection with the vesting of restricted shares of common stock.

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(6) This option will vest with respect to 1/48th of the shares monthly after the date of grant.

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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