

# FORM 4

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * ROBINSON DAVID E			2. Issuer Name and Ticker or Trading Symbol LIGAND PHARMACEUTICALS INC [LGND]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Pres, CEO & Chairman		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/22/2004					
C/O LIGAND PHARMACEUTICALS INC., 10275 SCIENCE CENTER DR.								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
SAN DIEGO, CA 92121								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	03/22/2004		M		936	A	\$ 10.0564	382,671	D	
Common Stock	03/22/2004		M		6,000	A	\$ 11.26	388,671	D	
Common Stock	03/22/2004		M		141	A	\$ 11.26	388,812	D	
Common Stock	03/22/2004		M		2,109	A	\$ 11.26	390,921	D	
Common Stock	03/22/2004		M		2,660	A	\$ 10.0564	393,581	D	
Common Stock	03/22/2004		M		62	A	\$ 10.0564	393,643	D	
Common Stock								200	I	by Son

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

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**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 Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: 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				
Employee Stock Option (right to buy)	\$ 10.0564	03/22/2004		M		936		09/25/1994 <sup>(2)</sup>	03/25/2004	Common Stock	936	(1)	2,722	D	
Employee Stock Option (right to buy)	\$ 10.0564	03/22/2004		M		2,660		12/31/1994 <sup>(3)</sup>	03/25/2004	Common Stock	2,660	(1)	62	D	
Employee Stock Option (right to buy)	\$ 10.0564	03/22/2004		M		62		09/25/1994 <sup>(2)</sup>	03/25/2004	Common Stock	62	(1)	0	D	
Employee Stock Option (right to buy)	\$ 11.26	03/22/2004		M		6,000		12/31/1994 <sup>(3)</sup>	03/28/2004	Common Stock	6,000	(1)	2,250	D	
Employee Stock										Common					

Option (right to buy)	\$ 11.26	03/22/2004		M		141	09/28/1994 <sup>(4)</sup>	03/28/2004	Stock	141	(1)	2,109	D
Employee Stock Option (right to buy)	\$ 11.26	03/22/2004		M		2,109	09/28/1994 <sup>(4)</sup>	03/28/2004	Common Stock	2,109	(1)	0	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBINSON DAVID E C/O LIGAND PHARMACEUTICALS INC., 10275 SCIENCE CENTER DR. SAN DIEGO, CA 92121	X		Pres, CEO & Chairman	

## Signatures

By: Barbara J. Olson For: David E. Robinson	03/24/2004
 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) The transaction is the exercise of a derivative security. No price applies.

(2) Grant to reporting person of options, exercisable over a 4-year period measured from the date of grant, 12-1/2% after six months, then 1/48th of the Option Shares per month thereafter. The date of grant is 3/25/94.

(3) Grant of options in lieu of cash bonus, exercisable in full on December 31, 1994.

(4) Grant to reporting person of options, exercisable over a 4-year period measured from the date of grant, 12-1/2% after six months, then 1/48th of the Option Shares per month thereafter. The date of grant is 3/28/94.

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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