

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

**INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person* <u>Litton Mark James</u> <hr/> (Last) (First) (Middle) 11804 NORTH CREEK PARKWAY SOUTH <hr/> (Street) BOTHELL WA 98011 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/07/2014	3. Issuer Name and Ticker or Trading Symbol <u>ALDER BIOPHARMACEUTICALS INC [ ALDR ]</u>	
		4. 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>Chief Business Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	208,484	D	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
Stock Option (Right to Buy)	(1)	09/14/2016	Common Stock	100,000	0.385	D
Stock Option (Right to Buy)	(1)	11/13/2017	Common Stock	20,454	1.265	D
Stock Option (Right to Buy)	(1)	07/22/2018	Common Stock	36,363	1.65	D
Stock Option (Right to Buy)	(1)	04/20/2019	Common Stock	22,727	0.99	D
Stock Option (Right to Buy)	(1)	02/25/2020	Common Stock	30,000	4.455	D
Stock Option (Right to Buy)	(1)	06/12/2022	Common Stock	40,909	3.465	D
Stock Option (Right to Buy)	(1)	02/10/2024	Common Stock	9,090	6.765	D

**Explanation of Responses:**

1. The shares subject to this option shall vest and become exercisable at a rate of 25% of the total number of shares on the one-year anniversary of the vesting commencement date and 1/48th of the total number of shares each monthly anniversary of the vesting commencement date thereafter, for so long as the recipient of the option provides continuous service to the issuer, such that the total number of shares shall be fully vested on the four-year anniversary of the vesting commencement date.

**Remarks:**

/s/ Mark James Litton 05/07/2014

\*\* 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 5 (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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