

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

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>Azelby Robert</u>			2. Issuer Name and Ticker or Trading Symbol <u>ALDER BIOPHARMACEUTICALS INC</u> [<u>ALDR</u>]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>04/23/2019</u>			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		
11804 NORTH CREEK PARKWAY SOUTH			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BOTHELL WA 98011</u>								
(City) (State) (Zip)								

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			

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)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
<u>Stock Option (Right to Buy)</u>	<u>\$16.2</u>	<u>04/23/2019</u>		<u>A</u>	<u>150,000</u>		<u>04/23/2019⁽¹⁾</u>	<u>06/12/2028</u>	<u>Common Stock</u>	<u>150,000</u>	<u>\$0.00</u>	<u>150,000</u>	<u>D</u>	

Explanation of Responses:

1. On June 13, 2018, the Reporting Person was granted an option to purchase 150,000 shares of Issuer's Common Stock (the "Option"). The Option vests upon obtaining acceptance by the U.S. Food and Drug Administration (or any successor entity thereto) (the "FDA") of the first Biologics License Application submitted to the FDA by the Company or an affiliate seeking approval for the commercial sale and marketing of eptinezumab in the United States for review and certification by the Issuer's Compensation Committee that the achievement of such milestone had been achieved (the "FDA Filing Milestone"). On April 23, 2019, the Issuer's Compensation Committee certified that the FDA Milestone had been achieved, resulting in the vesting of 150,000 shares subject to the Option.

Remarks:

/s/ Alan Hamblton, Attorney-in-Fact 04/25/2019

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.