

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

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>Castleman Breaux</u>		2. Issuer Name and Ticker or Trading Symbol <u>ISIS PHARMACEUTICALS INC [ISIS]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input type="checkbox"/> Officer (give title below) Other (specify below)	
(Last) (First) (Middle) <u>C/O ISIS PHARMACEUTICALS, INC.</u> <u>2855 GAZELLE COURT</u>		3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2014</u>			
(Street) <u>CARLSBAD CA 92010</u>		4. If Amendment, Date of 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	
(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			
Common Stock	07/01/2014	07/01/2014	M ⁽¹⁾		469	A	\$0	469	D	
Common Stock	07/01/2014	07/01/2014	M ⁽²⁾		938	A	\$0	1,407	D	

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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	07/01/2014	07/01/2014	M			469	(4)	(4)	Common Stock	469	\$0	1,406	D	
Restricted Stock Units	(3)	07/01/2014	07/01/2014	M			938	(5)	(5)	Common Stock	938	\$0	2,812	D	
Restricted Stock Units	(3)	07/01/2014	07/01/2014	A		2,667		(6)	(6)	Common Stock	2,667	\$0	2,667	D	
Director Stock Option (right to buy)	\$35.53	07/01/2014	07/01/2014	A		16,000		07/01/2015 ⁽⁷⁾	06/30/2024	Common Stock	16,000	\$0	16,000	D	

Explanation of Responses:

- Acquired pursuant to vesting and release of shares pursuant to a Restricted Stock Unit award granted on July 1, 2013.
- Acquired pursuant to vesting and release of shares pursuant to a Restricted Stock Unit award granted on June 25, 2013.
- Each Restricted Stock Unit represents a contingent right to receive one share of Isis common stock, or its equivalent cash value.
- Restricted Stock Unit Award granted on July 1, 2013. Restricted Stock Units vest in equal annual installments, the first installment vesting on July 1, 2014. Upon vesting, the restricted stock units will be paid out in whole shares of Isis common stock or cash as may be determined by the Company. The RSU shall be fully vested on July 1, 2017.
- Restricted Stock Unit Award granted on June 25, 2013. Restricted Stock Units vest in equal annual installments, the first installment vesting on July 1, 2014. Upon vesting, the restricted stock units will be paid out in whole shares of Isis common stock or cash as may be determined by the Company. The RSU shall be fully vested on July 1, 2017.
- Grant of July 1, 2014 to reporting person of stock options under the Amended and Restated Isis Pharmaceuticals, Inc. 2002 Non-Employee Directors' Stock Option Plan. The option vests and becomes exercisable in four equal annual installments, the first installment vesting on July 1, 2015. The option shall be fully vested and exercisable on July 1, 2018. The option is exercisable as to 0 shares on July 1, 2014.
- Grant of July 1, 2014 to reporting person of stock options under the Amended and Restated Isis Pharmaceuticals, Inc. 2002 Non-Employee Directors' Stock Option Plan. The option vests and becomes exercisable in four equal annual installments, the first installment vesting on July 1, 2015. The option shall be fully vested and exercisable on July 1, 2018. The option is exercisable as to 0 shares on July 1, 2014.

Remarks:

/s/B. Lynne Parshall, attorney-in-fact

07/02/2014

** 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 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Stanley T. Crooke and B. Lynne Parshall, signing individually, the undersigned (1) execute for and on behalf of the undersigned, an officer, director or holder of 10% or more of a registered class of securities of Isis Pharmaceuticals, Inc. (Isis), (2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and file such Form 3, 4 or 5, (3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of Isis. The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, convenient or proper in the premises, and which the undersigned might lawfully do or perform in person. This Power of Attorney shall remain in full force and effect until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with the SEC.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 25th day of June, 2013.

/S/Breaux B Castleman