

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>PARSHALL B LYNNE</u>  (Last) (First) (Middle) <u>C/O ISIS PHARMACEUTICALS, INC.</u> <u>1896 RUTHERFORD ROAD</u>  (Street) <u>CARLSBAD CA 92008</u>  (City) (State) (Zip)	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 checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Director, COO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/30/2008</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

**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	12/30/2008	12/30/2008	M <sup>(1)</sup>		5,000 <sup>(1)</sup>	A	\$12.9375	9,110	D	
Common Stock	12/30/2008	12/30/2008	S <sup>(2)</sup>		5,000 <sup>(2)</sup>	D	\$13.3691	4,110	D	
Common Stock	01/01/2009	01/01/2009	J <sup>(3)</sup>	V	700	A	\$11.6535	4,810	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						Amount or Number of Shares
Employee Stock Option (right to buy)	\$12.9375	12/30/2008	12/30/2008	M			5,000	01/01/2003	12/31/2008	Common Stock	5,000	\$0	0	D	
Employee Stock Option (right to buy)	\$14.47	01/02/2009	01/02/2009	A			78,229	01/02/2010 <sup>(4)</sup>	01/01/2016	Common Stock	78,229	\$0	78,229	D	

**Explanation of Responses:**

- Acquired as a result of exercising a stock option that was scheduled to expire on 12/31/08. The purchase reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 10/1/08.
- The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on 10/1/08.
- Reporting 700 shares acquired under the Isis Pharmaceuticals, Inc. 2000 Employee Stock Purchase Plan on January 1, 2009.
- Grant of 1-2-09 to reporting person of stock options under the Isis Pharmaceuticals, Inc. 1989 Stock Option Plan. 25% of the shares subject to the option will vest and become exercisable on 1-2-10. Thereafter, the remaining shares subject to the option vest and become exercisable in 36 equal monthly installments, at the rate of 19,557 shares per year. The option is exercisable as to 0 shares on 1-2-09.

**Remarks:**

/s/B. Lynne Parshall 01/02/2009  
 \*\* 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.