

OMB APPROVAL	
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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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person * <u>Kazam Joshua A</u> (Last) (First) (Middle) <u>C/O TWO RIVER GROUP HOLDINGS, LLC</u> <u>689 FIFTH AVENUE, 12TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Nile Therapeutics, Inc. [NLTX]</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) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/10/2011</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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								1,328,228	D	
Common Stock								613,841	I	By Kazam Family Trust
Common Stock								165,530	I	By Spouse for Minor Child ⁽¹⁾
Common Stock								165,530	I	By Kash Family Foundation ⁽²⁾

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				
Stock Option (Right to Buy)	\$4.5							(3)	01/25/2018	Common Stock	50,000		50,000	D	
Stock Option (Right to Buy)	\$0.93								01/01/2010	Common Stock	25,000		25,000	D	
Stock Option (Right to Buy)	\$1.77								07/21/2010	Common Stock	65,000		65,000	D	
Stock Option (Right to Buy)	\$0.37								07/26/2011	Common Stock	80,000		80,000	D	
Stock Option (Right to Buy)	\$0.73	05/10/2011		A		80,000			05/10/2012	Common Stock	80,000	\$0	80,000	D	
Warrant (Right to Buy)	\$1.25								07/07/2009	Common Stock	49,407		49,407	D	
Warrant (Right to Buy)	\$1.71								07/07/2009	Common Stock	49,407		49,407	D	
Warrant (Right to Buy)	\$2.28								07/07/2009	Common Stock	98,814		98,814	D	
Warrant (Right to Buy)	\$0.94								04/27/2010	Common Stock	15,000		15,000	D	
Warrant (Right to Buy)	\$1.375								07/15/2009	Common Stock	31,650		31,650	D	

Explanation of Responses:

- Held by Reporting Person's spouse as custodian for the benefit of their minor child under the Uniform Gift to Minors Act. The Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or any other purpose.
- The Reporting Person is the Trustee of the Kash Family Foundation and controls the right to vote and dispose of the shares held by the Trust. However, the Reporting Person has no pecuniary interest in the shares held by the Foundation.
- Fully exercisable.

Remarks:

[/s/ Daron Evans as Attorney-in-Fact for Joshua A. Kazam pursuant to Power of Attorney previously filed.](#)

[05/12/2011](#)

** 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.