

NOVARTIS AG
Form 4
December 12, 2005

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NOVARTIS CORP

2. Issuer Name and Ticker or Trading Symbol
CHIRON CORP [CHIRON COR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
608 FIFTH AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/08/2005

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

NEW YORK, NY 10020

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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)
Common Stock, par value \$0.01 per share	12/08/2005		C	V 6,896,552 A	\$ 43.5 80,746,860 (1) (2) (3) (4)	I (1) (2)	See footnotes (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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- (3) Pursuant to the Market Price Option Agreement, dated as of November 20, 1994, among the Company, Novartis AG, Novartis Corporation and Novartis Biotech, Novartis Biotech or its designee, which must be Novartis AG or a subsidiary thereof, has the right to purchase from the Company under certain circumstances such number of shares of Common Stock as are necessary for the Reporting Persons to maintain collectively up to a 55% ownership interest in the Company, which as of October 31, 2005, constituted the right to purchase an additional 47,318,084 shares, based on 195,472,305 shares of Common Stock outstanding at October 31, 2005, as reported in the Company's Preliminary Proxy Statement filed with the Securities and Exchange Commission on November 25, 2005.

- (4) The purchase price of any shares purchased pursuant to the Market Price Option Agreement will be the fair market value of the shares, determined as of the business day three business days prior to the closing of the purchase, where fair market value is generally the average of the closing sale prices on the Nasdaq National Market of shares of Common Stock during the 10-day period immediately preceding the date of determination of fair market value. Novartis AG and Novartis Corporation are indirect beneficial owners of any shares purchased by Novartis Biotech pursuant to the Market Price Option Agreement.

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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