

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

Schedule 13G  
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1 (b),  
(c) AND (d) AND AMENDMENTS THERETO  
FILED PURSUANT TO 13d-2 (b)

(Amendment No. 2)

RIGEL PHARMACEUTICALS, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

766559108

(CUSIP Number)

12/31/01

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which  
this Schedule is filed:

Rule 13d-1 (b)  
 Rule 13d-1 (c)  
 Rule 13d-1 (d)

CUSIP No. 766559108

13G

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Alta Partners

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

Please see Attachment A

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

4,682,923 Please see Attachment A

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

4,682,923 Please see Attachment A

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,682,923 Please see Attachment A

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

Please see Attachment A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12.4% Please see Attachment A

12 TYPE OF REPORTING PERSON\*

IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 766559108

13G

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Alta California Partners, L.P.

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(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

Please see Attachment A

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BENEFICIALLY  
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PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 766559108

13G

Page 4 of 12

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(b)

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13G

Page 5 of 12

1 NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Alta Embarcadero Partners, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

Please see Attachment A

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CUSIP No. 766559108

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Jean Deleage

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Please see Attachment A

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0

NUMBER OF  
SHARES  
BENEFICIALLY  
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EACH  
REPORTING  
PERSON  
WITH

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IN

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CUSIP No. 766559108

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Garrett Gruener

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

Please see Attachment A

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0

NUMBER OF

6 SHARED VOTING POWER

SHARES  
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
4,682,923 Please see Attachment A  
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12.4% Please see Attachment A

12 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 766559108 13G Page 8 of 12

1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Guy Nohra

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) |\_ |  
(b) |X |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
California

Please see Attachment A

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0

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12 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT

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(a) Name of Issuer: Rigel Pharmaceuticals, Inc. ("Issuer")

(b) Address of Issuer's Principal Executive Offices:

240 East Grand Avenue  
South San Francisco, CA 94080

Item 2.

(a) Name of Person Filing:

Alta Partners ("AP")  
Alta California Partners, L.P. ("ACP")  
Alta California Management Partners, L.P. ("ACMP")  
Alta Embarcadero Partners, LLC ("AEP")  
Jean Deleage ("JD")  
Garrett Gruener ("GG")  
Guy Nohra ("GN")

(b) Address of Principal Business Office:

One Embarcadero Center, Suite 4050  
San Francisco, CA 94111

(c) Citizenship/Place of Organization:

Entities:	AP	California
	ACP	Delaware
	ACMP	Delaware
	AEP	California
Individuals:	JD	United States
	GG	United States
	GN	United States

(d) Title of Class of Securities: Common Stock

(e) CUSIP Number: 766559108

Item 3. Not applicable.

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Item 4 Ownership.

Please see Attachment A

<TABLE>  
<CAPTION>

	AP	ACP	ACMP	AEP	JD	GG	GN
(a) Beneficial Ownership	<C> 4,682,923	<C> 4,682,923	<C> 4,682,923	<C> 4,682,923	<C> 4,682,923	<C> 4,682,923	<C> 4,682,923
(b) Percentage of Class	12.4%	12.4%	12.4%	12.4%	12.4%	12.4%	12.4%
(c) Sole Voting Power	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Shared Voting Power	4,682,923	4,682,923	4,682,923	4,682,923	4,682,923	4,682,923	4,682,923
Sole Dispositive Power	-0-	-0-	-0-	-0-	-0-	-0-	-0-
Shared Dispositive Power	4,682,923	4,682,923	4,682,923	4,682,923	4,682,923	4,682,923	4,682,923

</TABLE>

Please see Attachment A

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not applicable.

Item 8. Identification and Classification of Members of the Group

No reporting person is a member of a group as defined in Section 240.13d-1(b)(1)(ii)(H) of the Act.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

EXHIBITS

A: Joint Filing Statement

CUSIP No. 766559108

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 7, 2002

ALTA PARTNERS

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management Partners, L.P.,

By: /s/ Jean Deleage

By: /s/ Jean Deleage

-----  
Jean Deleage, President

-----  
Jean Deleage, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage

By: /s/ Jean Deleage

-----  
Jean Deleage, General Partner

-----  
Jean Deleage, Member

/s/ Jean Deleage

/s/ Guy Nohra

-----  
Jean Deleage

-----  
Guy Nohra

/s/ Garrett Gruener

-----  
Garrett Gruener

EXHIBIT A

AGREEMENT OF JOINT FILING

We, the undersigned, hereby express our agreement that the attached Schedule 13G is filed on behalf of us.

Date: February 7, 2002

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I

certify that the information set forth in this statement is true, complete and correct.

ALTA PARTNERS

ALTA CALIFORNIA PARTNERS, L.P.

By: Alta California Management  
Partners, L.P.,

By: /s/ Jean Deleage

By: /s/ Jean Deleage

-----  
Jean Deleage, President

-----  
Jean Deleage, General Partner

ALTA CALIFORNIA MANAGEMENT PARTNERS, L.P.

ALTA EMBARCADERO PARTNERS, LLC

By: /s/ Jean Deleage

By: /s/ Jean Deleage

-----  
Jean Deleage, General Partner

-----  
Jean Deleage, Member

/s/ Jean Deleage

/s/ Guy Nohra

-----  
Jean Deleage

-----  
Guy Nohra

/s/ Garrett Gruener

-----  
Garrett Gruener

Attachment A

Alta Partners provides investment advisory services to several venture capital funds including Alta California Partners, L.P. and Alta Embarcadero Partners, LLC.

Alta California Partners, L.P. beneficially owns 4,578,327 shares of Common Stock. Alta Embarcadero Partners, LLC beneficially owns 104,596 shares of Common Stock. The respective general partners and members of Alta California Partners L.P. and Alta Embarcadero Partners, LLC exercise sole voting and investment power with respect to the shares owned by such funds.

Certain principals of Alta Partners are general partners of Alta California Management Partners, L.P. (which is a general partner of Alta California Partners, L.P.), and members Alta Embarcadero Partners, LLC. As general partners and members of such funds, they may be deemed to share voting and investment powers for the shares held by the funds. The principals of Alta Partners disclaim beneficial ownership of all such shares held by the foregoing funds, except to the extent of their proportionate pecuniary interests therein.

Mr. Jean Deleage, a director of the Company, is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a managing member of Alta Embarcadero Partners, LLC. Thus he shares voting and dispositive powers over the 4,578,327 shares of Common Stock beneficially owned by Alta California Partners L.P. and the 104,596 shares of Common Stock beneficially owned by Alta Embarcadero Partners, LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of their proportionate pecuniary interests therein.

Mr. Garrett Gruener is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a managing member of Alta Embarcadero Partners, LLC. Thus he shares voting and dispositive powers over the 4,578,327 shares of Common Stock beneficially owned by Alta California Partners L.P. and 104,596 shares of Common stock beneficially owned by Alta Embarcadero Partners LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of their proportionate pecuniary interests therein.

Mr. Guy Nohra is a general partner of Alta California Management Partners, L.P. (which is the general partner of Alta California Partners, L.P.) and a managing member of Alta Embarcadero Partners, LLC. Thus he shares voting and dispositive powers over the 4,578,327 shares of Common Stock beneficially owned by Alta California Partners L.P. and 104,596 shares of Common stock beneficially owned by Alta Embarcadero Partners LLC. He disclaims beneficial ownership of all such shares held by the foregoing funds except to the extent of their proportionate pecuniary interests therein.

Alta Partners is a venture capital firm located in San Francisco. Alta Partners is California Corporation. Alta California Partners, L.P. is a Delaware Limited Partnership, and Alta Embarcadero Partners, LLC is a California Limited Liability Company.