

PTC THERAPEUTICS, INC.
Form 4
April 17, 2015

FORM 4

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

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).

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 *
Almstead Neil Gregory

(Last) (First) (Middle)

C/O PTC THERAPEUTICS,
INC., 100 CORPORATE COURT

(Street)

SOUTH PLAINFIELD, NJ 07080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PTC THERAPEUTICS, INC.
[PTCT]

3. Date of Earliest Transaction
(Month/Day/Year)
04/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP Research Pharma Ops & Tech

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | Code | V | Amount | | |
| Common Stock | 04/15/2015 | | S ⁽¹⁾ | | \$ 68.35 | 4,111 | D |
| | | | | | ⁽²⁾ | | |
| Common Stock | 04/15/2015 | | S ⁽¹⁾ | | \$ 69.04 | 0 | D |
| | | | | | ⁽³⁾ | | |
| Common Stock | | | | | | 1,295 | I By spouse |

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

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SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 51 | | | | | <u>(4)</u> | 01/01/2025 | Common Stock | 69,550 |
| Stock Option (Right to Buy) | \$ 27.05 | | | | | <u>(5)</u> | 01/27/2024 | Common Stock | 40,000 |
| Stock Option (Right to Buy) | \$ 10.85 | | | | | <u>(6)</u> | 05/15/2023 | Common Stock | 70,312 |
| Stock Option (Right to Buy) | \$ 10.85 | | | | | <u>(7)</u> | 05/15/2023 | Common Stock | 9,688 |
| Stock Option (Right to Buy) | \$ 218.4 | | | | | <u>(8)</u> | 01/10/2022 | Common Stock | 166 |
| Stock Option (Right to Buy) | \$ 490.8 | | | | | <u>(9)</u> | 04/27/2021 | Common Stock | 216 |
| Stock Option | \$ 1,149.6 | | | | | <u>(9)</u> | 02/02/2020 | Common Stock | 200 |

| | | | | | |
|-----------------------------|----------|-------------|------------|--------------|-------|
| (Right to Buy) | | | | | |
| Stock Option (Right to Buy) | \$ 451.2 | <u>(9)</u> | 05/15/2019 | Common Stock | 200 |
| Stock Option (Right to Buy) | \$ 735.6 | <u>(9)</u> | 04/01/2018 | Common Stock | 194 |
| Stock Option (Right to Buy) | \$ 735.6 | <u>(9)</u> | 01/25/2018 | Common Stock | 166 |
| Stock Option (Right to Buy) | \$ 626.4 | <u>(9)</u> | 04/18/2017 | Common Stock | 137 |
| Stock Option (Right to Buy) | \$ 392.4 | <u>(9)</u> | 03/01/2016 | Common Stock | 119 |
| Stock Option (Right to Buy) | \$ 226.8 | <u>(9)</u> | 05/24/2015 | Common Stock | 106 |
| Stock Option (Right to Buy) | \$ 51 | <u>(4)</u> | 01/01/2025 | Common Stock | 2,060 |
| Stock Option (Right to Buy) | \$ 27.05 | <u>(5)</u> | 01/27/2024 | Common Stock | 1,300 |
| Stock Option (Right to Buy) | \$ 10.85 | <u>(10)</u> | 05/15/2023 | Common Stock | 600 |
| Stock Option (Right to Buy) | \$ 218.4 | <u>(8)</u> | 01/10/2022 | Common Stock | 7 |
| Stock Option (Right to Buy) | \$ 490.8 | <u>(9)</u> | 04/27/2021 | Common Stock | 7 |

Buy)

Stock

| | | | | | |
|-----------------------------|------------|-----|------------|-----------------|---|
| Option (Right to Buy) | \$ 1,149.6 | (9) | 02/02/2020 | Common Stock | 1 |
|-----------------------------|------------|-----|------------|-----------------|---|

Stock

| | | | | | |
|-----------------------------|----------|-----|------------|-----------------|----|
| Option (Right to Buy) | \$ 508.8 | (9) | 10/07/2019 | Common Stock | 12 |
|-----------------------------|----------|-----|------------|-----------------|----|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Almstead Neil Gregory C/O PTC THERAPEUTICS, INC. 100 CORPORATE COURT SOUTH PLAINFIELD, NJ 07080 | | | EVP Research Pharma Ops & Tech | |

Signatures

/s/ Colleen Diver Johnson,
attorney-in-fact

04/17/2015

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) The sale transactions reported in this Form 4 were effected pursuant to a written Rule 10b5-1 plan.

(2) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$67.74 to \$68.60 per share. The reporting person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(3) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$68.79 to \$69.65 per share. The reporting person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(4) This option was granted on January 2, 2015, and vests over four years, with 25% of the shares underlying the option vesting on January 1, 2016, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on April 1, 2016.

(5) This option was granted on January 28, 2014, and vests over four years, with 25% of the shares underlying the option vesting on January 1, 2015, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on April 1, 2015.

(6) This option was granted on May 15, 2013 and vests over four years, with 25% of the shares underlying the option vested on May 15, 2014 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter, beginning on June 15, 2014.

(7) This option was granted on May 15, 2013 and vests over four years, with 25% of the shares underlying the option vested on December 31, 2013 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter, beginning on January 31, 2014.

(8)

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This option was granted on January 10, 2012 and vests over four years, with 25% of the shares underlying the option vested on January 1, 2013 and an additional 6.25% of the original number of shares underlying the option vesting quarterly thereafter beginning on April 1, 2013.

(9) Currently exercisable.

(10) This option was granted on May 15, 2013 and vests over two years, with 50% of the shares underlying the option vested on May 15, 2014 and the remaining 50% of the original number of shares underlying the option vesting on May 15, 2015.

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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