

Intra-Cellular Therapies, Inc.
 Form 4
 December 15, 2015

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 *
 Hinline Lawrence J.

(Last) (First) (Middle)

C/O INTRA-CELLULAR THERAPIES, INC., 430 EAST 29TH STREET

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Intra-Cellular Therapies, Inc. [ITCI]

3. Date of Earliest Transaction (Month/Day/Year)
 11/24/2015

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)
 VP of Finance CFO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/24/2015		M		5,000 A \$ 0.6	64,700	D
Common Stock	12/14/2015		M ⁽¹⁾		7,500 A \$ 0.6	72,200	D
Common Stock	12/14/2015		S ⁽¹⁾		9,893 D \$ 49.88	62,307	D
Common Stock	12/14/2015		S ⁽¹⁾		4,282 D \$ 50.93	58,025	D

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Common Stock	12/14/2015	<u>S</u> ⁽¹⁾	5,725	D	\$ <u>(4)</u>	52,300	D
Common Stock	12/14/2015	<u>S</u> ⁽¹⁾	2,600	D	\$ <u>(5)</u>	49,700	D
Common Stock	12/15/2015	<u>M</u> ⁽¹⁾	12,500	A	\$ 1.36	62,200	D
Common Stock	12/15/2015	<u>M</u> ⁽¹⁾	12,500	A	\$ 1.5	74,700	D
Common Stock	12/15/2015	<u>S</u> ⁽¹⁾	11,236	D	\$ <u>51.5</u> <u>(6)</u>	63,464	D
Common Stock	12/15/2015	<u>S</u> ⁽¹⁾	11,264	D	\$ <u>(7)</u>	52,200	D
Common Stock	12/15/2015	<u>M</u> ⁽¹⁾	10,000	A	\$ 1.5	62,200	D

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

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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. Amount or Number of Shares
Stock Option (right to buy)	\$ 0.6	11/24/2015		M	5,000	<u>(8)</u> 12/14/2015	Common Stock	5,000
Stock Option (right to buy)	\$ 0.6	12/14/2015		<u>M</u> ⁽¹⁾	7,500	<u>(8)</u> 12/14/2015	Common Stock	7,500

Stock Option (right to buy)	\$ 1.36	12/15/2015	M ⁽¹⁾	12,500	<u>(8)</u>	12/05/2016	Common Stock	12,500
Stock Option (right to buy)	\$ 1.5	12/15/2015	M ⁽¹⁾	12,500	<u>(8)</u>	12/12/2017	Common Stock	12,500
Stock Option (right to buy)	\$ 1.5	12/15/2015	M ⁽¹⁾	10,000	<u>(8)</u>	12/18/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hineline Lawrence J. C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET NEW YORK, NY 10016			VP of Finance CFO	

Signatures

/s/ Lawrence J. Hineline,
Attorney-in-fact

12/15/2015

__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 option exercises and sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 12, 2015.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$49.43 to \$50.42, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.44 to \$51.40, inclusive.
 - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.47 to \$52.45, inclusive.
 - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.47 to \$53.44, inclusive.
 - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$50.95 to \$51.94, inclusive.
 - (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$51.95 to \$52.93, inclusive.
 - (8) All shares underlying this option have vested.

Remarks:

The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, any information requested by them in connection with their exercise of their rights as security holders of the Issuer.

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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