

TREVENA INC
Form 4
October 25, 2016

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 *
GOWEN MAXINE

(Last) (First) (Middle)

C/O TREVENA, INC., 1018 WEST 8TH AVENUE, SUITE A

(Street)

KING OF PRUSSIA, PA 19406

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
TREVENA INC [TRVN]

3. Date of Earliest Transaction (Month/Day/Year)
10/20/2016

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)
President & CEO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 10/20/2016 | | <u>G(1)</u> | V 10,000 D \$ 0 8,084 | | D | |
| Common Stock | 10/20/2016 | | <u>G(1)</u> | V 10,000 A \$ 0 154,000 | | I | By Spouse <u>(2)</u> |
| Common Stock | 10/20/2016 | | <u>G(3)</u> | V 4,084 D \$ 0 4,000 | | D | |
| Common Stock | 10/20/2016 | | <u>G(3)</u> | V 4,084 A \$ 0 139,109 | | I | By Trust <u>(4)</u> |

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

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 control number.

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(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. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GOWEN MAXINE C/O TREVENA, INC. 1018 WEST 8TH AVENUE, SUITE A KING OF PRUSSIA, PA 19406 | X | | President & CEO | |

Signatures

/s/John Limongelli,
Attorney-in-Fact

10/25/2016

**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) This transaction involved a gift of securities by the reporting person to her spouse.
These shares are held by the reporting person's spouse. The reporting person disclaims beneficial ownership of the shares held by her spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of her spouse's shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) This transaction involved a gift of securities by the reporting person to the Brian MacDonald Irrevocable Trust.
- (4) These shares are held by the Brian MacDonald Irrevocable Trust. The reporting person's spouse is the beneficiary and the Trustee of the Brian MacDonald Irrevocable Trust. The reporting person disclaims beneficial ownership of the shares held by the Brian MacDonald Irrevocable Trust, and this report should not be deemed an admission that the reporting person is the beneficial owner of her children's

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shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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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