

Halstead Michael
Form 4
January 05, 2018

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 *
Halstead Michael

(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)

01/03/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

SVP and General Counsel

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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	(A) or (D)	Price
Common Stock	01/03/2018		M		5,297	A	Ⓐ 26,803
Common Stock	01/04/2018		M		3,108	A	Ⓐ 29,911
Common Stock	01/04/2018		S ⁽²⁾		2,660	D	\$ 15.75 27,251 (3)
Common Stock	01/05/2018		S ⁽²⁾		1,560	D	\$ 17.49 25,691 (4)

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

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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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date		
Restricted Stock Units	(5)	01/03/2018		M		5,297	(6)	(6)	Common Stock	5,297
Restricted Stock Units	(5)	01/04/2018		M		3,108	(7)	(7)	Common Stock	3,108
Stock Option (right to buy)	\$ 15.47	01/03/2018		A		65,164	(8)	01/03/2028	Common Stock	65,164
Restricted Stock Units	(5)	01/03/2018		A		48,480	(9)	(9)	Common Stock	48,480

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Halstead Michael C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET NEW YORK, NY 10016			SVP and General Counsel	

Signatures

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

01/05/2018

**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) Restricted stock units convert into common stock on a one-for-one basis.

The sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 27, 2017. The proceeds from this sale will be used primarily to cover the reporting person's tax liability arising from the vesting of restricted stock units.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.60 to \$15.82, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, on request, full information regarding the number of shares sold at each separate price within the range set forth above.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.40 to \$17.50, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, on request, full information regarding the number of shares sold at each separate price within the range set forth above.

(5) Each restricted stock unit represents a contingent right to receive one share of common stock.

(6) On January 3, 2017, the reporting person was granted 15,893 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

(7) On January 4, 2016, the reporting person was granted 9,323 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

(8) On January 3, 2018, the reporting person was granted options to purchase 65,164 shares of common stock, vesting in three equal annual installments beginning on the first anniversary of the grant date.

(9) On January 3, 2018, the reporting person was granted 48,480 restricted stock units, vesting in three equal annual installments beginning on the first anniversary of the grant date.

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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