

PTC THERAPEUTICS, INC.

Form 4

February 17, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rothera Mark

(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)
02/16/2017

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)
Chief Commercial Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/16/2017		M		3,125	A	\$ 10.85
Common Stock							28,773
							9,216
							D
							I
							By Trust (1)

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

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SEC 1474
(9-02)

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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. De	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right To Buy)	\$ 10.85	02/16/2017		M		3,125		<u>(2)</u>	05/15/2023	Common Stock	3,125
Stock Option (Right To Buy)	\$ 10.85							<u>(3)</u>	05/15/2023	Common Stock	8,125
Stock Option (Right To Buy)	\$ 27.05							<u>(4)</u>	01/27/2024	Common Stock	65,000
Stock Option (Right To Buy)	\$ 51							<u>(5)</u>	01/01/2025	Common Stock	69,550
Stock Option (Right To Buy)	\$ 30.86							<u>(6)</u>	01/03/2026	Common Stock	70,000
Stock Option (Right To Buy)	\$ 11.23							<u>(7)</u>	01/02/2027	Common Stock	56,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rothera Mark C/O PTC THERAPEUTICS, INC. 100 CORPORATE COURT	Chief Commercial Officer

SOUTH PLAINFIELD, NJ 07080

Signatures

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

02/17/2017

__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) Shares held by trust of which reporting person's spouse is a beneficiary and co-trustee.

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,

(2) 2014 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter beginning on June 15, 2014.

This option was granted on May 15, 2013 and vests as follows: 25% of the shares underlying the option vested on December 31, 2013

(3) and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter beginning on January 31, 2014.

This option was granted on January 28, 2014, and vests over four years, with 25% of the shares underlying the option vested on January

(4) 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.

This option was granted on January 2, 2015, and vests over four years, with 25% of the shares underlying the option vested on January 1,

(5) 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.

This option was granted on January 4, 2016, and vests over four years, with 25% of the shares underlying the option vesting on January 4,

(6) 2017, 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 4, 2017.

This option was granted on January 3, 2017, and vests over four years, with 25% of the shares underlying the option vesting on January 3,

(7) 2018, 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 3, 2018.

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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