

PTC THERAPEUTICS, INC.
Form 4
September 26, 2016

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 *
SCHMERTZLER MICHAEL

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1300 VALLEY ROAD
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/23/2016

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

NEW CANAAN, CT 06840

(City) (State) (Zip)

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

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 (A) or (D) Price			
Common Stock	09/23/2016		M	60,000 A \$ 10.85	86,766 ⁽¹⁾	D	
Common Stock					1,320,369	I	See footnote ⁽²⁾

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.85	09/23/2016		M	60,000	(3) 05/15/2023		Common Stock	60,000
Stock Option (Right to Buy)	\$ 30.86					(4) 01/03/2026		Common Stock	24,000
Stock Option (Right to Buy)	\$ 51					01/02/2016 01/01/2025		Common Stock	24,000
Stock Option (Right to Buy)	\$ 27.05					01/28/2015 01/27/2024		Common Stock	20,000
Stock Option (Right to Buy)	\$ 218.4					(3) 01/10/2022		Common Stock	276
Stock Option (Right to Buy)	\$ 490.8					(3) 04/27/2021		Common Stock	276
Stock Option (Right to Buy)	\$ 1,149.6					(3) 02/02/2020		Common Stock	216
Stock Option (Right to Buy)	\$ 508.8					(3) 10/07/2019		Common Stock	266
	\$ 735.6					(3) 01/25/2018			166

Stock Option (Right to Buy)				Common Stock	
Stock Option (Right to Buy)	\$ 735.6	(3)	07/14/2018	Common Stock	83
Stock Option (Right to Buy)	\$ 626.4	(3)	04/18/2017	Common Stock	125

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHMERTZLER MICHAEL 1300 VALLEY ROAD NEW CANAAN, CT 06840		X		

Signatures

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

09/26/2016

**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) Represents 86,766 shares of common stock of the Issuer ("common stock") directly held by the reporting person.
Represents shares of common stock held by Section Six Partners, L.P. The reporting person is a general and limited partner of, and trustee of certain family trusts holding interests in, Section Six Partners, L.P. The reporting person disclaims beneficial ownership of the shares of common stock held by Section Six Partners, L.P. except to the extent of his pecuniary interest therein.
- (3) Currently exercisable.
- (4) This option was awarded on January 4, 2016 and vests over one year in twelve equal monthly installments, commencing February 4, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.