

ProtoKinetix, Inc.
Form 4
September 23, 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 *
SMITH CLARENCE EDWARD

(Last) (First) (Middle)
1845 COUNTRY ROAD #214
(Street)

ST. AUGUSTINE, FL 32084

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ProtoKinetix, Inc. [PKTX]

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2016

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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------|---|------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 09/19/2016 | | P | | 37,263 | A | \$ 0.056 | 2,510,226 | I | See footnote (1) |
| Common Stock | 09/19/2016 | | P | | 50,000 | A | \$ 0.057 | 2,560,226 | I | See footnote (1) |
| Common Stock | 09/20/2016 | | P | | 5,000 | A | \$ 0.06 | 2,565,226 | I | See footnote (1) |
| Common Stock | 09/20/2016 | | P | | 112,500 | A | \$ 0.058 | 2,667,726 | I | See footnote |

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| | | | | | | | | | |
|--------------|------------|--|---|--------|---|----------|------------|---|-------------------------|
| Common Stock | 09/21/2016 | | P | 4,100 | A | \$ 0.058 | 2,681,826 | I | (1) See footnote (1) |
| Common Stock | 09/21/2016 | | P | 10,300 | A | \$ 0.06 | 2,692,126 | I | (1) See footnote (1) |
| Common Stock | 09/21/2016 | | P | 25,000 | A | \$ 0.062 | 2,717,126 | I | (1) See footnote (1) |
| Common Stock | 09/22/2016 | | P | 10,000 | A | \$ 0.061 | 2,727,126 | I | (1) See footnote (1) |
| Common Stock | 09/22/2016 | | P | 20,000 | A | \$ 0.062 | 2,747,126 | I | (1) See footnote (1) |
| Common Stock | 09/23/2016 | | P | 24,400 | A | \$ 0.062 | 2,771,526 | I | (1) See footnote (1) |
| Common Stock | 09/23/2016 | | P | 22,700 | A | \$ 0.063 | 2,794,226 | I | (1) See footnote (1) |
| Common Stock | | | | | | | 43,820,500 | D | |
| Common Stock | | | | | | | 1,850,000 | I | (2) See footnote (2) |

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 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. F. Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

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| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------|---------|--|--|--|------------------|-----------------|--------------|----------------------------|
| Option | \$ 0.08 | | | | (3) | 12/31/2019 | Common Stock | 5,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH CLARENCE EDWARD 1845 COUNTRY ROAD #214 ST. AUGUSTINE, FL 32084 | X | X | President & CEO | |

Signatures

/s/ Clarence E. Smith 09/23/2016

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) Shares held by the Clarence E. Smith Trust.
- (2) Shares held in the reporting person's retirement account.
- (3) Options granted pursuant to 2015 Stock Option and Stock Bonus Plan. On March 31, 2016, 1,250,000 shares vest; thereafter 1,250,000 vest each quarter.

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