

PTC THERAPEUTICS, INC.
 Form 4
 September 27, 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 *
 Almstead Neil Gregory

(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)
 09/27/2016

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)
 EVP Research Pharma Ops & Tech

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	09/27/2016		M	3,414 A \$ 10.85	3,414	D	
Common Stock	09/27/2016		M	6,586 A \$ 10.85	10,000	D	
Common Stock					1,295	I	By spouse

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

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 (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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.85	09/27/2016		M	3,414	<u>(1)</u> 05/15/2023	Common Stock	3,414
Stock Option (Right to Buy)	\$ 10.85	09/27/2016		M	6,586	<u>(2)</u> 05/15/2023	Common Stock	6,586
Stock Option (Right to Buy)	\$ 27.05					<u>(3)</u> 01/27/2024	Common Stock	40,000
Stock Option (Right to Buy)	\$ 51					<u>(4)</u> 01/01/2025	Common Stock	69,550
Stock Option (Right to Buy)	\$ 30.86					<u>(5)</u> 01/03/2026	Common Stock	55,000
Stock Option (Right to Buy)	\$ 218.4					<u>(7)</u> 01/10/2022	Common Stock	166
Stock Option (Right to Buy)	\$ 490.8					<u>(7)</u> 04/27/2021	Common Stock	216
Stock Option	\$ 1,149.6					<u>(7)</u> 02/02/2020	Common Stock	200

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(Right to Buy)					
Stock Option (Right to Buy)	\$ 451.2	<u>(7)</u>	05/15/2019	Common Stock	200
Stock Option (Right to Buy)	\$ 735.6	<u>(7)</u>	04/01/2018	Common Stock	194
Stock Option (Right to Buy)	\$ 735.6	<u>(7)</u>	01/25/2018	Common Stock	166
Stock Option (Right to Buy)	\$ 626.4	<u>(7)</u>	04/18/2017	Common Stock	137
Stock Option (Right to Buy)	\$ 10.85	<u>(7)</u>	05/15/2023	Common Stock	600
Stock Option (Right to Buy)	\$ 27.05	<u>(7)</u>	01/27/2024	Common Stock	1,300
Stock Option (Right to Buy)	\$ 51	<u>(7)</u>	01/01/2025	Common Stock	2,060
Restricted Stock Unit	<u>(6)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	750
Stock Option (Right to Buy)	\$ 218.4	<u>(7)</u>	01/10/2022	Common Stock	7
Stock Option (Right to Buy)	\$ 490.8	<u>(7)</u>	04/27/2021	Common Stock	7
Stock Option (Right to Buy)	\$ 1,149.6	<u>(7)</u>	02/02/2020	Common Stock	1
	\$ 508.8	<u>(7)</u>	10/07/2019		12

Stock
Option
(Right to
Buy)

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Almstead Neil Gregory C/O PTC THERAPEUTICS, INC. 100 CORPORATE COURT SOUTH PLAINFIELD, NJ 07080			EVP Research Pharma Ops & Tech	

Signatures

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

09/27/2016

**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 option was granted on May 15, 2013 and vests over four years, with 25% of the shares underlying the option vested on May 15, 2014 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter, beginning on June 15, 2014.

(2) This option was granted on May 15, 2013 and vests over four years, with 25% of the shares underlying the option vested on December 31, 2013 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter, beginning on January 31, 2014.

(3) This option was granted on January 28, 2014, and vests over four years, with 25% of the shares underlying the option vesting on January 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.

(4) This option was granted on January 2, 2015, and vests over four years, with 25% of the shares underlying the option vesting on January 1, 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.

(5) 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, 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.

(6) This restricted stock unit (RSU) award was granted on January 4, 2016 and vests in equal installments over four years on each anniversary of the grant date. Upon vesting, each RSU will convert into one share of common stock of the Issuer.

(7) Currently exercisable.

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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