

PTC THERAPEUTICS, INC.

Form 4

September 27, 2016

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 *
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
__X__ Officer (give title below) ____ Other (specify below)
EVP Research Pharma Ops & Tech

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 | 09/27/2016 | | M | | 3,414 | A | \$ 10.85 |
| Common Stock | 09/27/2016 | | M | | 6,586 | A | \$ 10.85 |
| Common Stock | | | | | | | 1,295 |
| | | | | | | | I |
| | | | | | | | By spouse |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 | 09/27/2016 | | 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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