

PTC THERAPEUTICS, INC.
Form 4
March 23, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
03/19/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/19/2015		S ⁽¹⁾		12,000	D	\$ 69.36 (2)
Common Stock	03/19/2015		S ⁽¹⁾		5,200	D	\$ 70.41 (3)
Common Stock	03/19/2015		S ⁽¹⁾		1,500	D	\$ 71.12 (4)
Common	03/19/2015		S ⁽¹⁾		1,670	D	\$ 9,511

Stock	72.52			
	<u>(5)</u>			
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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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
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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

03/23/2015

**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) The sale transactions reported in this Form 4 were effected pursuant to a written Rule 10b5-1 plan adopted by the reporting person on August 15, 2014 for the primary purposes of covering tax obligations associated with a restricted stock vesting event and diversification.

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(2) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$69.02 to \$69.86 per share. The reporting person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(3) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$70.02 to \$71.00 per share. The reporting person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(4) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$71.01 to \$71.55 per share. The reporting person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(5) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$72.01 to \$72.84 per share. The reporting person hereby undertakes, upon request by the SEC staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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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