

Utter Christine Marie  
 Form 4  
 March 07, 2019

**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 \*  
 Utter Christine Marie

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)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/05/2019

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Principal Financial Officer

C/O PTC THERAPEUTICS, INC., 100 CORPORATE COURT

(Street)

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

SOUTH PLAINFIELD, NJ 07080

(City) (State) (Zip)

**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 or Price (A) or (D)		
Common Stock	03/05/2019		S <sup>(1)</sup>		1,509 D \$ 34.78 <sup>(2)</sup>		D
Common Stock	03/05/2019		S <sup>(1)</sup>		1,000 D \$ 35.25 <sup>(3)</sup>		D
Common Stock	03/05/2019		M <sup>(1)</sup>		1,150 A \$ 10.85		D
Common Stock	03/05/2019		S <sup>(1)</sup>		540 D \$ 34.71		D

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					(4)		
Common Stock	03/05/2019	S <sup>(1)</sup>	610	D	\$ 35.17	4,937	D
Common Stock	03/05/2019	M <sup>(1)</sup>	18,750	A	\$ 13.1	23,687	D
Common Stock	03/05/2019	S <sup>(1)</sup>	9,929	D	\$ 34.75	13,758	D
Common Stock	03/05/2019	S <sup>(1)</sup>	8,821	D	\$ 35.21	4,937	D
Common Stock	03/05/2019	M <sup>(1)</sup>	6,300	A	\$ 11.23	11,237	D
Common Stock	03/05/2019	S <sup>(1)</sup>	2,760	D	\$ 34.7	8,477	D
Common Stock	03/05/2019	S <sup>(1)</sup>	3,540	D	\$ 35.17	4,937	D

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

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SEC 1474  
(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. Amount or Number of Shares
Stock Option (Right To Buy)	\$ 10.85	03/05/2019		M <sup>(1)</sup>	1,150	<sup>(9)</sup> 05/15/2023	Common Stock	1,150
Stock Option	\$ 13.1	03/05/2019		M <sup>(1)</sup>	18,750	<sup>(10)</sup> 06/02/2027	Common Stock	18,750

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(Right To Buy)									
Stock Option (Right To Buy)	\$ 11.23	03/05/2019	M <sup>(1)</sup>	6,300	<u>(11)</u>	01/02/2027	Common Stock	6,300	
Stock Option (Right To Buy)	\$ 490.8				<u>(9)</u>	04/27/2021	Common Stock	74	
Stock Option (Right To Buy)	\$ 218.4				<u>(9)</u>	01/10/2022	Common Stock	21	
Stock Option (Right To Buy)	\$ 27.05				<u>(9)</u>	01/28/2024	Common Stock	3,369	
Stock Option (Right To Buy)	\$ 40.45				<u>(9)</u>	09/23/2024	Common Stock	4,688	
Stock Option (Right To Buy)	\$ 51				<u>(9)</u>	01/02/2025	Common Stock	17,800	
Stock Option (Right To Buy)	\$ 30.86				<u>(12)</u>	01/03/2026	Common Stock	11,000	
Stock Option (Right To Buy)	\$ 18.01				<u>(13)</u>	01/02/2028	Common Stock	40,000	
Stock Option (Right To Buy)	\$ 33.02				<u>(14)</u>	01/21/2029	Common Stock	42,500	
Stock Option (Right To Buy)	\$ 33.02				<u>(15)</u>	01/21/2029	Common Stock	10,100	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Utter Christine Marie C/O PTC THERAPEUTICS, INC. 100 CORPORATE COURT SOUTH PLAINFIELD, NJ 07080			Principal Financial Officer	

## Signatures

Avraham S. Adler,  
attorney-in-fact

03/07/2019

\_\_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 transactions reported in this Form 4 were effected pursuant to a written Rule 10b5-1 plan.

This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$34.29 to \$34.98 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 \$35.00 to \$35.60 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 \$34.29 to \$34.94 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 \$34.96 to \$35.40 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.

(6) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$34.06 to \$34.99 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.

(7) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$35.00 to \$35.71 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.

(8) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$34.96 to \$35.44 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.

(9) Currently exercisable.

(10) This option was granted on June 2, 2017, and vests over two years, with 50% of the shares underlying the option vesting on June 2, 2018, and an additional 12.5% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on September 2, 2018.

(11) This option was granted on January 3, 2017, and vests over four years, with 25% of the shares underlying the option vesting on January 3, 2018, 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 3, 2018.

(12) This option was granted on January 4, 2016 and vests over four years, with 25% of the shares underlying the option vested 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.

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(13) This option was granted on January 3, 2018, and vests over four years, with 25% of the shares underlying the option vesting on January 3, 2019, 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 3, 2019.

(14) This option was granted on January 22, 2019 and vests over four years, with 25% of the shares underlying the option vesting on January 22, 2020, 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 April 22, 2020.

(15) This option was granted on January 22, 2019 and vests over four years, with 50% of the shares underlying the option vesting on January 22, 2022, and the remaining 50% of the original number of shares underlying the option vesting on January 22, 2023.

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.