

PTC THERAPEUTICS, INC.
 Form 4
 February 17, 2017

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 *
 Rothera Mark

(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)
 02/16/2017

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)
 Chief Commercial Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock | 02/16/2017 | | M | 3,125 A \$ 10.85 | 28,773 | D | |
| Common Stock | | | | | 9,216 | I | By Trust (1) |

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 (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 | 02/16/2017 | | M | 3,125 | (2) 05/15/2023 | Common Stock | 3,125 |
| Stock Option (Right To Buy) | \$ 10.85 | | | | | (3) 05/15/2023 | Common Stock | 8,125 |
| Stock Option (Right To Buy) | \$ 27.05 | | | | | (4) 01/27/2024 | Common Stock | 65,000 |
| Stock Option (Right To Buy) | \$ 51 | | | | | (5) 01/01/2025 | Common Stock | 69,550 |
| Stock Option (Right To Buy) | \$ 30.86 | | | | | (6) 01/03/2026 | Common Stock | 70,000 |
| Stock Option (Right To Buy) | \$ 11.23 | | | | | (7) 01/02/2027 | Common Stock | 56,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Rothera Mark C/O PTC THERAPEUTICS, INC. 100 CORPORATE COURT | | | Chief Commercial Officer | |

SOUTH PLAINFIELD, NJ 07080

Signatures

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

02/17/2017

__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 trust of which reporting person's spouse is a beneficiary and co-trustee.

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,

(2) 2014 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter beginning on June 15, 2014.

This option was granted on May 15, 2013 and vests as follows: 25% of the shares underlying the option vested on December 31, 2013

(3) and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter beginning on January 31, 2014.

This option was granted on January 28, 2014, and vests over four years, with 25% of the shares underlying the option vested on January

(4) 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.

This option was granted on January 2, 2015, and vests over four years, with 25% of the shares underlying the option vested on January 1,

(5) 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.

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,

(6) 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.

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,

(7) 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.

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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