

Arno Therapeutics, Inc
 Form 4
 January 14, 2016

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 *
 TANEN DAVID M

(Last) (First) (Middle)
 200 ROUTE 31 NORTH, SUITE 104
 (Street)

FLEMINGTON, NJ 08822

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Arno Therapeutics, Inc [ARNI]

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/12/2016

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)
 Secretary

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 Ownership (Instr. 4)
Common Stock	01/12/2016		P	(A) or (D) V Amount 362,015 (1)	Price \$ 0.35	I	By Trust (2)
Common Stock					18,691	I	By spouse for minor children (3)
Common Stock					171,712	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)

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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. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 8					<u>(4)</u>	09/29/2019	Common Stock	1,250
Stock Option (right to buy)	\$ 8					<u>(4)</u>	11/05/2020	Common Stock	1,250
Stock Option (right to buy)	\$ 2.4					<u>(5)</u>	11/04/2023	Common Stock	68,448
Stock Option (right to buy)	\$ 2.9					<u>(6)</u>	01/24/2024	Common Stock	34,224

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TANEN DAVID M 200 ROUTE 31 NORTH SUITE 104 FLEMINGTON, NJ 08822	X		Secretary	

Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for David M. Tanen pursuant to a Power of Attorney previously filed.

01/14/2016

__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).

On January 12, 2016, the David M. Tanen Revocable Grantor Trust was issued 362,015 shares upon the automatic conversion of

(1) \$126,705.48 of principal and accrued interest under a 6% unsecured convertible promissory note previously issued to the David M. Tanen Revocable Grantor Trust by the Issuer on October 21, 2015.

(2) Held by the David M. Tanen Revocable Grantor Trust, of which the Reporting Person is a beneficiary.

Held by the Reporting Person's spouse as custodian for the benefit of their minor children under the Uniform Gift to Minors Act. The

(3) Reporting Person disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or any other purpose.

(4) Currently exercisable.

(5) Vests in equal 36-monthly installments commencing 12/4/13.

(6) Vests in equal 12-monthly installments commencing 2/24/14.

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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