

Arno Therapeutics, Inc
 Form 4
 April 11, 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 *
HAMILTON WILLIAM F PHD

(Last) (First) (Middle)

**C/O ARNO THERAPEUTICS,
 INC., 200 ROUTE 3J, 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)
04/07/2016

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)

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					22,079	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)

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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)	\$ 8					<u>(1)</u>	09/29/2019	Common Stock	3,750
Stock Option (right to buy)	\$ 8					<u>(1)</u>	11/05/2020	Common Stock	1,250
Stock Option (right to buy)	\$ 2.4					<u>(2)</u>	11/04/2023	Common Stock	68,448
Stock Option (right to buy)	\$ 2.9					<u>(1)</u>	01/24/2024	Common Stock	34,224
Stock Option (right to buy)	\$ 0.37	04/07/2016		A	88,628	<u>(3)</u>	04/07/2026	Common Stock	88,628
2013 Series D Warrants (right to buy)	\$ 2.14 ⁽⁴⁾					10/29/2013	10/29/2018	Common Stock	38,940 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMILTON WILLIAM F PHD C/O ARNO THERAPEUTICS, INC. 200 ROUTE 3J, SUITE 104 FLEMINGTON, NJ 08822	X			

Signatures

/s/ Christopher J. Melsha as Attorney-in-Fact for William Hamilton, Ph.D. pursuant to Power of Attorney previously filed.

04/11/2016

__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) Currently exercisable.
- (2) Vests in equal 36-monthly installments commencing 12/4/13.
- (3) Vests in equal 12-monthly installments commencing 5/7/16.

As a result of the Issuer's 1/12/16 private placement of common stock at \$0.35/share, the exercise price and number of shares subject to (4) the 2013 Series D Warrants were automatically adjusted to the exercise price and shares reflected, pursuant to anti-dilution adjustment provisions.

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.