

PTC THERAPEUTICS, INC.
 Form 4
 February 25, 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 *
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)
02/23/2015

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)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/23/2015		S ⁽¹⁾		3,000 D \$ 64.72 ⁽²⁾	0	D
Common Stock	02/23/2015		M ⁽¹⁾		20,000 A \$ 10.85	20,000	D
Common Stock	02/23/2015		S ⁽¹⁾		5,000 D \$ 62.69 ⁽³⁾	15,000	D
Common Stock	02/23/2015		S ⁽¹⁾		5,000 D \$ 63.66	10,000	D

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Common Stock	02/23/2015	<u>S</u> ⁽¹⁾	10,000	D	<u>(4)</u> \$ 67.84	0		D
Common Stock	02/24/2015	<u>M</u> ⁽¹⁾	1,000	A	<u>(5)</u> \$ 10.85	1,000		D
Common Stock	02/24/2015	<u>S</u> ⁽¹⁾	1,000	D	\$ 67.7	0		D
Common Stock	02/25/2015	<u>M</u> ⁽¹⁾	10,375	A	\$ 10.85	10,375		D
Common Stock	02/25/2015	<u>M</u> ⁽¹⁾	625	A	\$ 10.85	11,000		D
Common Stock	02/25/2015	<u>S</u> ⁽¹⁾	11,000	D	\$ 73.49	0		D

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

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(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	02/23/2015		<u>M</u> ⁽¹⁾	20,000	<u>(7)</u> 05/15/2023	Common Stock	20,000
Stock Option (Right To Buy)	\$ 10.85	02/24/2015		<u>M</u> ⁽¹⁾	1,000	<u>(7)</u> 05/15/2023	Common Stock	1,000
Stock Option	\$ 10.85	02/25/2015		<u>M</u> ⁽¹⁾	10,375	<u>(7)</u> 05/15/2023	Common Stock	10,375

(Right
To Buy)

Stock

Option (Right To Buy)	\$ 10.85	02/25/2015	M ⁽¹⁾	625	<u>(8)</u>	05/15/2015	Common Stock	625
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rothera Mark C/O PTC THERAPEUTICS, INC. 100 CORPORATE COURT SOUTH PLAINFIELD, NJ 07080			Chief Commercial Officer	

Signatures

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

02/25/2015

__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 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 \$64.30

(2) to \$65.05 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.

This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$62.30

(3) to \$63.04 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.

This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$63.20

(4) to \$64.04 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.

This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$67.70

(5) to \$68.29 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.

This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$73.35

(6) to \$73.97 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.

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,

(7) 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 over four years, with 25% of the shares underlying the option vested on December

(8) 31, 2013 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter beginning on January 31, 2014.

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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