

SMITH CLARENCE EDWARD
 Form 4
 May 25, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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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 *
 SMITH CLARENCE EDWARD

2. Issuer Name and Ticker or Trading Symbol
 ProtoKinetix, Inc. [PKTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1845 COUNTY ROAD #214

3. Date of Earliest Transaction (Month/Day/Year)
 05/23/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
 President & CEO

(Street)
 ST. AUGUSTINE, FL 32084

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

(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	(A) or (D)	Price			
Common Stock	05/23/2018		P		5,000	A	\$ 0.051	3,385,673	I	See footnote (1)
Common Stock	05/23/2018		P		20,000	A	\$ 0.054	3,405,673	I	See footnote (1)
Common Stock	05/24/2018		P		60,000	A	\$ 0.055	3,465,673	I	See footnote (1)
Common Stock	05/25/2018		P		95,000	A	\$ 0.054	3,560,673	I	See footnote

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Common Stock	05/25/2018	P	3,100	A	\$ 0.058	3,563,773	I	(1) See footnote (1)
Common Stock	05/25/2018	P	10,000	A	\$ 0.059	3,573,773	I	See footnote (1)
Common Stock	05/25/2018	P	35,000	A	\$ 0.06	3,608,773	I	See footnote (1)
Common Stock						56,179,740	D	
Common Stock						1,850,000	I	See footnote (2)

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

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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. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 0.06					(3)	08/31/2021	Common Stock	5,000,000
Stock Option	\$ 0.05					(4)	12/31/2020	Common Stock	5,000,000
Stock Option	\$ 0.08					(5)	12/31/2019	Common Stock	5,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH CLARENCE EDWARD 1845 COUNTY ROAD #214 ST. AUGUSTINE, FL 32084	X	X	President & CEO	

Signatures

/s/ Clarence E. Smith 05/25/2018

 Signature of Date
Reporting Person

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 the Clarence E. Smith Trust.
- (2) Shares held by Mr. Smith's retirement account.
- (3) Options granted pursuant to 2017 Stock Option and Stock Bonus Plan. On December 31, 2017, 1,250,000 shares vest; thereafter 1,250,000 shares vest each quarter.
- (4) Options granted pursuant to 2017 Stock Option and Stock Bonus Plan. On March 31, 2017, 1,250,000 shares vest; thereafter 1,250,000 shares vest each quarter.
- (5) Options granted pursuant to 2015 Stock Option and Stock Bonus Plan. On March 31, 2016, 1,250,000 shares vest; thereafter 1,250,000 shares vest each quarter.

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.