

PTC THERAPEUTICS, INC.  
Form 4  
September 26, 2014

**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

2. Issuer Name and Ticker or Trading Symbol  
PTC THERAPEUTICS, INC.  
[PTCT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
09/24/2014

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Commercial Officer

C/O PTC THERAPEUTICS, INC., 100 CORPORATE COURT

(Street)

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

SOUTH PLAINFIELD, NJ 07080

(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 or Price		
Common Stock	09/24/2014		M <sup>(1)</sup>		900 <sup>(2)</sup> A \$ 10.85	17,900	D
Common Stock	09/24/2014		S <sup>(1)</sup>		900 D \$ 43.86 <sup>(4)</sup>	17,000	D
Common Stock	09/24/2014		S <sup>(1)</sup>		2,000 D \$ 42.88 <sup>(5)</sup>	15,000	D
Common Stock	09/25/2014		M <sup>(1)</sup>		4,099 <sup>(2)</sup> A \$ 10.85	19,099	D

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Common Stock	09/25/2014	M <sup>(1)</sup>	3,001 <u>(3)</u>	A	\$ 10.85	22,100	D
Common Stock	09/25/2014	S <sup>(1)</sup>	7,100	D	\$ 44.15 <u>(6)</u>	15,000	D
Common Stock	09/25/2014	S <sup>(1)</sup>	3,000	D	\$ 44.92 <u>(7)</u>	12,000	D
Common Stock	09/26/2014	S <sup>(1)</sup>	3,000	D	\$ 46.9 <u>(8)</u>	9,000	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	09/24/2014		M <sup>(1)</sup>	900	<u>(2)</u> 05/15/2023	Common Stock	900
Stock Option (Right To Buy)	\$ 10.85	09/25/2014		M <sup>(1)</sup>	4,099	<u>(2)</u> 05/15/2023	Common Stock	4,099
Stock Option (Right To Buy)	\$ 10.85	09/25/2014		M <sup>(1)</sup>	3,001	<u>(3)</u> 05/15/2023	Common Stock	3,001

## 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/ Donald Mankoff,  
attorney-in-fact

09/26/2014

\_\_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 adopted by the reporting person on August 21, 2013, as amended on March 17, 2014 and August 12, 2014.

(2) This option was granted on May 15, 2013. 25% of the grant vested on December 31, 2013. The remainder vests as to 1/48 of the shares underlying such option each month until December 2016.

(3) This option was granted on May 15, 2013. 25% of the grant vested on May 15, 2014. The remainder vests as to 1/48 of the shares underlying such option each month until May 2017.

(4) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$43.85 to \$43.89 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.

(5) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$42.85 to \$42.94 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.

(6) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$43.85 to \$44.38 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.

(7) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$44.85 to \$45.05 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.

(8) This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$46.85 to \$46.93 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.

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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