

Ophthotech Corp.
Form 4
October 05, 2016

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 *
GUYER DAVID R

(Last) (First) (Middle)

C/O OPHTHOTECH CORPORATION, ONE PENN PLAZA, 19TH FLOOR

(Street)

NEW YORK, NY 10119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Ophthotech Corp. [OPHT]

3. Date of Earliest Transaction (Month/Day/Year)
10/03/2016

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)
Chief Executive 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	(A) or (D)	Price
Common Stock	10/03/2016		M ⁽¹⁾		16,210	A	\$ 10.03
Common Stock	10/03/2016		S ⁽¹⁾		13,828	D	\$ 44 ⁽²⁾
Common Stock	10/03/2016		S ⁽¹⁾		6,632	D	\$ 44.77 ⁽³⁾
Common Stock	10/03/2016		S ⁽¹⁾		1,600	D	\$ 45.97 ⁽⁴⁾

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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
						Date Exercisable	Expiration Date		
Stock Options (Right to Buy)	\$ 10.03	10/03/2016		M	16,210	(5)	04/25/2023	Common Stock	16,210

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GUYER DAVID R C/O OPHTHOTECH CORPORATION ONE PENN PLAZA, 19TH FLOOR NEW YORK, NY 10119	X		Chief Executive Officer	

Signatures

/s/ Justin Vogel, as Attorney-in-Fact for David Guyer

10/05/2016

**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) The exercises and sales reported on this form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 7, 2015.

These shares were disposed of in multiple transactions on October 3, 2016 at actual sales prices ranging from \$43.39 to \$44.38 per share.

(2) The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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These shares were disposed of in multiple transactions on October 3, 2016 at actual sales prices ranging from \$44.39 to \$45.28 per share.

- (3) The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

These shares were disposed of in multiple transactions on October 3, 2016 at actual sales prices ranging from \$45.355 to \$46.22 per

- (4) share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

- (5) This option was granted on April 26, 2013 and vests as to 1/48 of the shares underlying such option each month until April 2017.

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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