

PROTEON THERAPEUTICS INC
 Form 4
 June 03, 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 *
 Haines Timothy

2. Issuer Name and Ticker or Trading Symbol
 PROTEON THERAPEUTICS INC
 [PRTO]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 C/O ABINGWORTH LLP, 38
 JERMYN STREET
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/02/2015

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

LONDON, X0 SW1Y 6DN

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

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 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 |

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)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction of | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. F |
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|--|------|
|------------------------|---------------|--------------------------------------|-------------------------------|-------------------|-------------------------|---|--|------|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Sec (In | | | |
|-----------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|---------------------------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 17.59 | 06/02/2015 | A | | 6,666 | | (1) | 06/02/2025 | Common Stock, \$0.001 par value | 6,666 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Haines Timothy C/O ABINGWORTH LLP 38 JERMYN STREET LONDON, X0 SWIY 6DN | X | X | | |

Signatures

/s/ George A. Eldridge as attorney-in-fact for Timothy Haines 06/03/2015

__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) Timothy Haines (the "Reporting Person") was granted options to purchase shares of common stock under in accordance with the Issuer's S-1 Registration Statement in consideration of his services as a director of the Issuer (the "Options"). The Options were granted on June 2, 2015 and the shares underlying the Options will vest 100% at the earlier of (i) June 2, 2016 and (ii) the Issuer's next annual meeting of stockholders.
- (2) The Reporting Person is a member of Abingworth LLP ("ALLP"). ALLP provides advisory services to Abingworth Bioventures VI, LP ("ABV VI"). Under an agreement between the Reporting Person and ALLP, the Reporting Person is deemed to hold the Options and any shares of common stock issuable upon exercise of the Options, for the benefit of ABV VI, and must exercise the Options solely upon the direction of ALLP.
- (3) ABV VI may be deemed the indirect beneficial owner of the Options, and the Reporting Person may be deemed the indirect beneficial owner of the Options through his indirect interest in ABV VI. The Reporting Person disclaims beneficial ownership of the Options except to the extent, if any, of his pecuniary interest therein. This report shall not be deemed an admission that the Reporting Person, ALLP, ABV VI or any other person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

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.