

PROTEON THERAPEUTICS INC  
Form 4  
December 06, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
Burke Steven Keith

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
SVP and Chief Medical Officer

(Last) (First) (Middle)  
C/O PROTEON  
THERAPEUTICS, 200 WEST  
STREET

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/02/2016

(Street)  
WALTHAM, MA 02451

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. 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 Ownership (Instr. 4)
Common Stock	12/02/2016		G <sup>(1)</sup>	V 2,500 (1) D \$ 0	30,314	D	
Common Stock	12/02/2016		G <sup>(2)</sup>	V 2,500 (2) D \$ 0	27,814	D	
Common Stock	12/02/2016		G <sup>(3)</sup>	V 2,500 (3) D \$ 0	25,314	D	
Common Stock	12/02/2016		G <sup>(2)</sup>	V 2,500 (2) A \$ 0	2,500	I	See footnote <sup>(2)</sup>
	12/02/2016		G <sup>(3)</sup>	V A \$ 0	5,000	I	

Common Stock 2,500 (3) See footnote (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Burke Steven Keith C/O PROTEON THERAPEUTICS 200 WEST STREET WALTHAM, MA 02451			SVP and Chief Medical Officer	

Signatures

/s/ George A. Eldridge as attorney-in-fact 12/06/2016  
 \*\*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) This transaction involved a gift of securities by the reporting person to the William Conroy Burke Irrevocable Trust u/a 12/28/1998, an irrevocable trust established by the reporting person for the benefit of his son. The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.

## Edgar Filing: PROTEON THERAPEUTICS INC - Form 4

- This transaction involved a gift of securities by the reporting person to the Timothy Andrew Burke Irrevocable Trust u/a 12/28/1998, an irrevocable trust established by the reporting person for the benefit of his son, who is deemed to share the reporting person's household.
- (2) The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 or for any other purpose.

- This transaction involved a gift of securities by the reporting person to the Steven Edward Burke Irrevocable Trust u/a 11/15/2000, an irrevocable trust established by the reporting person for the benefit of his son, who is deemed to share the reporting person's household.
- (3) The reporting person disclaims beneficial ownership of the shares held by his son, and this report should not be deemed an admission that the reporting person is the beneficial owner of his son's shares for purposes of Section 16 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.