

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>Rothera Mark</u> (Last) (First) (Middle) <u>C/O PTC THERAPEUTICS, INC.</u> <u>100 CORPORATE COURT</u> (Street) <u>SOUTH</u> <u>NJ</u> <u>07080</u> <u>PLAINFIELD</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PTC THERAPEUTICS, INC. [PTCT]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>01/17/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Commercial Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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	01/17/2017		M		3,125	A	\$10.85	25,648	D	
Common Stock								9,216	I	By Trust ⁽¹⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right To Buy)	\$10.85	01/17/2017		M			3,125	(2)	05/15/2023	Common Stock	3,125	\$0	75,318	D	
Stock Option (Right To Buy)	\$10.85							(3)	05/15/2023	Common Stock	8,125		8,125	D	
Stock Option (Right To Buy)	\$27.05							(4)	01/27/2024	Common Stock	65,000		65,000	D	
Stock Option (Right To Buy)	\$51							(5)	01/01/2025	Common Stock	69,550		69,550	D	
Stock Option (Right To Buy)	\$30.86							(6)	01/03/2026	Common Stock	70,000		70,000	D	
Stock Option (Right To Buy)	\$11.23							(7)	01/02/2027	Common Stock	56,000		56,000	D	

Explanation of Responses:

1. Shares held by trust of which reporting person's spouse is a beneficiary.
2. This option was granted on May 15, 2013 and vests over four years, with 25% of the shares underlying the option vested on May 15, 2014 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter beginning on June 15, 2014.
3. This option was granted on May 15, 2013 and vests as follows: 25% of the shares underlying the option vested on December 31, 2013 and an additional 2.083% of the original number of shares underlying the option vesting monthly thereafter beginning on January 31, 2014.
4. This option was granted on January 28, 2014, and vests over four years, with 25% of the shares underlying the option vested on January 1, 2015, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on April 1, 2015.
5. This option was granted on January 2, 2015, and vests over four years, with 25% of the shares underlying the option vested on January 1, 2016, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on April 1, 2016.
6. This option was granted on January 4, 2016, and vests over four years, with 25% of the shares underlying the option vesting on January 4, 2017, and an additional 6.25% of the original number of shares

underlying the option vesting at the end of each successive three-month period thereafter, beginning on April 4, 2017.

7. This option was granted on January 3, 2017, and vests over four years, with 25% of the shares underlying the option vesting on January 3, 2018, and an additional 6.25% of the original number of shares underlying the option vesting at the end of each successive three-month period thereafter, beginning on April 3, 2018.

Remarks:

<u>/s/ Colleen Diver Johnson,</u> <u>attorney-in-fact</u>	<u>01/17/2017</u>
** Signature of Reporting Person	Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.