

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 | |
|--|-----------|
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| 1. Name and Address of Reporting Person* <u>Kovacs Shane William Charles</u> (Last) (First) (Middle) <u>C/O PTC THERAPEUTICS, INC.</u> <u>100 CORPORATE COURT</u> (Street) <u>SOUTH PLAINFIELD NJ 07080</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>PTC THERAPEUTICS, INC. [PTCT]</u> | 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 Financial Officer</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>05/22/2015</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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 | 05/22/2015 | | M ⁽¹⁾ | | 60,375 | A | \$10.85 | 72,725 | D | |
| Common Stock | 05/22/2015 | | M ⁽¹⁾ | | 18,616 | A | \$27.05 | 91,341 | D | |
| Common Stock | 05/22/2015 | | S ⁽¹⁾ | | 64,041 | D | \$55.26 ⁽²⁾ | 27,300 | D | |
| Common Stock | 05/22/2015 | | S ⁽¹⁾ | | 18,450 | D | \$55.93 ⁽³⁾ | 8,850 | D | |

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 | | | | | | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$10.85 | 05/22/2015 | | M ⁽¹⁾ | | | 60,375 | (4) | 05/21/2023 | Common Stock | 60,375 | \$0 | 65,625 | D | |
| Stock Option (Right to Buy) | \$27.05 | 05/22/2015 | | M ⁽¹⁾ | | | 18,616 | (5) | 01/27/2024 | Common Stock | 18,616 | \$0 | 46,384 | D | |
| Stock Option (Right to Buy) | \$51 | | | | | | | (6) | 01/01/2025 | Common Stock | 85,600 | | 85,600 | D | |

Explanation of Responses:

- The transactions reported in this Form 4 were effected pursuant to a written Rule 10b5-1 plan adopted by the reporting person for the primary purposes of covering tax obligations associated with a restricted stock vesting event and diversification.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$54.73 to \$55.72 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.
- This price represents the weighted average price of sale transactions that were executed in multiple trades at prices ranging from \$55.73 to \$56.48 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.
- This option award was granted on May 22, 2013, with 25% of the shares underlying the option vested on May 22, 2014, and an additional 2.083% of the original number of shares underlying the option vesting on a monthly basis thereafter, beginning on June 30, 2014.
- This option award was granted on January 28, 2014, 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.
- This option award was granted on January 2, 2015, with 25% of the shares underlying the option vesting 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.

/s/ Colleen Diver Johnson,
attorney-in-fact

05/22/2015

** 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.

