

Raptor Pharmaceutical Corp
 Form 4
 July 02, 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 *
Keltner Llew

(Last) (First) (Middle)

C/O RAPTOR
 PHARMACEUTICAL CORP., 7
 HAMILTON LANDING, SUITE
 100

(Street)

NOVATO, CA 94949

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Raptor Pharmaceutical Corp [RPTP]

3. Date of Earliest Transaction
 (Month/Day/Year)
07/01/2015

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)

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 | | | 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 | | | | |
| Common Stock | 07/01/2015 ⁽¹⁾ | | M | | 2,186 | A | \$ 3.3 | 8,881 ⁽²⁾ | D |
| Common Stock | 07/01/2015 ⁽¹⁾ | | M | | 2,488 | A | \$ 2.02 | 11,369 ⁽²⁾ | D |
| Common Stock | 07/01/2015 ⁽¹⁾ | | M | | 29,490 | A | \$ 2.97 | 40,859 ⁽²⁾ | D |
| Common Stock | 07/01/2015 ⁽¹⁾ | | M | | 15,836 | A | \$ 3.54 | 56,695 ⁽²⁾ | D |
| | 07/01/2015 ⁽¹⁾ | | S | | 50,000 | D | | 6,695 ⁽²⁾ | D |

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Common Stock \$ 16.0509
(3)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock options (right to buy) | \$ 3.3 | 07/01/2015 ⁽¹⁾ | | M | 2,186 | ⁽⁴⁾ 09/30/2019 | Common Stock | 2,186 |
| Stock options (right to buy) | \$ 2.02 | 07/01/2015 ⁽¹⁾ | | M | 2,488 | ⁽⁴⁾ 03/09/2020 | Common Stock | 2,488 |
| Stock options (right to buy) | \$ 2.97 | 07/01/2015 ⁽¹⁾ | | M | 29,490 | ⁽⁴⁾ 10/12/2020 | Common Stock | 29,490 |
| Stock options (right to buy) | \$ 3.54 | 07/01/2015 ⁽¹⁾ | | M | 15,836 | ⁽⁴⁾ 11/22/2020 | Common Stock | 15,836 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Keltner Llew C/O RAPTOR PHARMACEUTICAL CORP. | X | | | |

7 HAMILTON LANDING, SUITE 100
NOVATO, CA 94949

Signatures

/s/ Mark Jones, Raptor Pharmaceutical Corp.,
Attorney-in-Fact

07/02/2015

__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) Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on August 27, 2014.
Includes 5021 Restricted Stock Units ("RSUs") granted on May 19, 2015. The Reporting Person is entitled to one (1) share of common
- (2) stock for each one (1) RSU upon the vesting thereof. The RSUs vest in four equal quarterly installments with the final installment vesting no later than immediately prior to the 2016 annual meeting of stockholders.
This transaction was executed in multiple trades at prices ranging from \$15.78 to \$16.27. The price reported above reflects the weighted
- (3) average sale price. The reporting person hereby undertakes to provide, upon request, to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) Fully vested and exercisable.

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.