Otonomy, Inc. Form 4 September 16, 2015

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Expires:

OMB APPROVAL

3235-0287

January 31,

2005

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(City)

100

(Print or Type Responses)

1. Name and Address of Reporting Person * Weber David Allen

> (First) (Middle)

> > (Zip)

C/O OTONOMY, INC., 6275 NANCY RIDGE DRIVE, SUITE

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

Otonomy, Inc. [OTIC]

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

09/15/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

President & CEO

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SAN DIEGO, CA 92121

						-	´ •	·	•
1.Title of	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3.	4. Securi			5. Amount of Securities	6. Ownership Form: Direct	
Security (Instr. 3)	(Monun/Day/Tear)	any	Code	on(A) or Disposed of (D) (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial
((Month/Day/Year)	(Instr. 8)	(mon, e, rand e)		Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)
					(A)		Reported		
					or		Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(IIIsti. 3 and 4)		
Common Stock	09/15/2015		M	5,216	A	\$ 1.76	5,755	D	
Common Stock	09/15/2015		S <u>(1)</u>	5,216	D	\$ 24.95	539	D	

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

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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. Transacti Code (Instr. 8)	5. Number one 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.76	09/15/2015		M	5,216	(2)	12/20/2023	Common Stock	5,216

Reporting Owners

Reporting Owner Name / Address	Keiauonsinps					
	Director	10% Owner	Officer	Other		
Weber David Allen						
C/O OTONOMY, INC.	X		President & CEO			
6275 NANCY RIDGE DRIVE, SUITE 100	Λ		President & CEO			
SAN DIEGO, CA 92121						

Signatures

/s/ Eric J. Loumeau, by power of attorney 09/16/2015

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- An option to purchase 438,469 shares was granted on December 20, 2013 and was exercised in part prior to the date on which the Reporting Person became subject to Section 16. The option is subject to an early exercise provision pursuant to which 193,874 shares were immediately exercisable. One fourth of the total number of shares initially subject to the option vested on September 1, 2014 and one forty-eighth of the shares vest monthly thereafter.

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.

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