

Ophthotech Corp.
Form 4
September 04, 2014

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PEACOCK BRUCE

(Last) (First) (Middle)

**C/O OPHTHOTECH
CORPORATION, ONE PENN
PLAZA, 19TH FLOOR**

(Street)

NEW YORK, NY 10119

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Ophthotech Corp. [OPHT]

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

09/02/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director _____ 10% Owner
__X__ Officer (give title _____ Other (specify
below) below)

CFO & CBO

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 (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	09/02/2014		M ⁽¹⁾		6,191	A \$ 1.652	6,191	D	
Common Stock	09/02/2014		S ⁽¹⁾		5,291	D \$ 37.65 ⁽²⁾	900	D	
Common Stock	09/02/2014		S ⁽¹⁾		900	D \$ 38.25 ⁽³⁾	0	D	

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right To Buy)	\$ 1.652	09/02/2014		M ⁽¹⁾	6,191	⁽⁴⁾	09/27/2020	Common Stock	6,191

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PEACOCK BRUCE C/O OPHTHOTEC CORPORATION ONE PENN PLAZA, 19TH FLOOR NEW YORK, NY 10119	CFO & CBO

Signatures

/s/ Justin Vogel, as Attorney-in-Fact for Bruce
Peacock

09/04/2014

 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 exercise of options and sales of common stock reported on this form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on December 14, 2013.

(2) These shares were disposed of in multiple transactions on September 2, 2014 at actual sales prices ranging from \$37.01 to \$37.96 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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- These shares were disposed of in multiple transactions on September 2, 2014 at actual sales prices ranging from \$38.03 to \$38.81 per share. The price reported reflects the weighted average sale price for the transactions. The reporting person undertakes to provide upon request by the staff of the Securities Exchange Commission, the issuer or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3)
- (4) This option was granted on September 28, 2010 and is currently exercisable for all shares underlying the option.

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

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