

PROTEON THERAPEUTICS INC
 Form 3
 October 21, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â NOYES TIMOTHY P		(Month/Day/Year)	PROTEON THERAPEUTICS INC [PRTO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
C/O PROTEON THERAPEUTICS,Â 200 WEST STREET		10/21/2014	(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
WALTHAM,Â MAÂ 02451			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			President & CEO	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	04/19/2016	Common Stock	83,742 (5)	\$ 1.905 (5)	D	Â
Stock Option (Right to Buy)	Â (1)	09/10/2017	Common Stock	31,505 (5)	\$ 2.381 (5)	D	Â
Stock Option (Right to Buy)	Â (1)	06/19/2019	Common Stock	55,829 (5)	\$ 3.174 (5)	D	Â
Stock Option (Right to Buy)	Â (1)	12/16/2019	Common Stock	3,479 (5)	\$ 3.174 (5)	D	Â
Stock Option (Right to Buy)	Â (2)	10/26/2021	Common Stock	85,388 (5)	\$ 1.27 (5)	D	Â
Stock Option (Right to Buy)	Â (3)	06/23/2024	Common Stock	76,732 (5)	\$ 4.92 (5)	D	Â
Stock Option (Right to Buy)	Â (3)	06/23/2024	Common Stock	49,291 (5)	\$ 4.92 (5)	D	Â
Stock Option (Right to Buy)	Â (4)	10/21/2024	Common Stock	78,818 (5)	\$ 10	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOYES TIMOTHY P C/O PROTEON THERAPEUTICS 200 WEST STREET WALTHAM, MA 02451	Â X	Â	Â President & CEO	Â

Signatures

/s/ Timothy P. Noyes
10/21/2014

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 shares underlying these options are fully vested.
 - (2) This option is fully exercisable prior to its vesting, subject to a repurchase right held by the Issuer on the shares underlying this option that lapses (based on the original option vesting schedule) in equal quarterly installments over four years.

This option is fully exercisable prior to its vesting, subject to a repurchase right held by the Issuer on the shares underlying this option
 - (3) that lapses (based on the original option vesting schedule) 25% on the first anniversary of the grant date and the remaining shares in equal quarterly installments over the next three years.
 - (4) The shares underlying this option vest in four equal installments annually over four years.

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(5) Reflects a 1-for-15.87 reverse stock split effected on October 6, 2014.

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Remarks:

ExhibitÂ 24.1Â PowerÂ ofÂ Attorney

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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