

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>GUYER DAVID R</u> (Last) (First) (Middle) <u>C/O OPHTHOTEC CORPORATION</u> <u>ONE PENN PLAZA, 19TH FLOOR</u> (Street) <u>NEW YORK NY 10119</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ophthotech Corp. [OPHT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/02/2015</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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 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	01/02/2015		M ⁽¹⁾		15,034	A	\$10.03	15,034	D	
Common Stock	01/02/2015		S ⁽¹⁾		6,568	D	\$44.91 ⁽²⁾	8,466	D	
Common Stock	01/02/2015		S ⁽¹⁾		8,466	D	\$45.68 ⁽³⁾	0	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						Title
Stock Option (Right To Buy)	\$10.03	01/02/2015		M ⁽¹⁾			15,034	(4)	04/25/2023	Common Stock	15,034	\$0.00	436,832	D	
Option (Right to Buy)	\$45.6	01/02/2015		A		91,500		(5)	01/01/2025	Common Stock	91,500	\$0.00	91,500	D	
Restricted Stock Units	(6)	01/02/2015		A		23,000		(7)	01/01/2025	Common Stock	23,000	\$0.00	23,000	D	

Explanation of Responses:

- The exercises and sales reported on this form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on November 15, 2013.
- These shares were disposed of in multiple transactions on January 2, 2015 at actual sales prices ranging from \$44.46 to \$45.45 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.
- These shares were disposed of in multiple transactions on January 2, 2015 at actual sales prices ranging from \$45.47 to \$46.05 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.
- This option was granted on April 26, 2013 and vests as to 1/48 of the shares underlying such option each month until April 2017.
- Subject to continued employment with the Registrant and the other terms and conditions under the Registrant's 2013 Stock Incentive Plan, each of these stock option awards will vest with respect to 25% of the shares subject to the option on the first anniversary of the grant date and with respect to the remaining shares in approximately equal monthly installments through the fourth anniversary of the grant date.
- Each restricted stock unit represents the contingent right to receive one share of common stock upon vesting of the unit.
- Subject to continued employment with the Registrant and the other terms and conditions under the Registrant's 2013 Stock Incentive Plan, each of these Restricted Stock Unit awards will vest with respect to 25% of the shares subject to the award on each of the first, second, third and fourth anniversaries of the grant date.

/s/ Justin Vogel, as Attorney-in-Fact for David Guyer 01/06/2015

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.