SEC Form 4

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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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

hours per response:	0.5
Estimated average burd	en
	3235-0207

	ss of Reporting Perso		2. Issuer Name and Ticker or Trading Symbol <u>Ophthotech Corp.</u> [OPHT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
PATEL SAMIR CHANDRAKANT				X	Director	10% Owner			
· · · · · · · · · · · · · · · · · · ·				x	Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
С/О ОРНТНОТ	ECH CORPORAT	TION	04/17/2015		President				
ONE PENN PLAZA, 19TH FLOOR									
			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable					
(Street)				Line)					
NEW YORK	NY	10119		X	Form filed by One Repor	ting Person			
					Form filed by More than (Person	One Reporting			
(City)	(State)	(Zip)							

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)		ransaction Disposed Of (D) (Instr. 3, 4 and 5) ode (Instr.				5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)	
Common Stock	04/17/2015		M ⁽¹⁾		12,000	Α	\$1.593	12,000	D		
Common Stock	04/17/2015		S ⁽¹⁾		11,300	D	\$50.43 ⁽²⁾	700	D		
Common Stock	04/17/2015		S ⁽¹⁾		700	D	\$51.09 ⁽³⁾	0	D		

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

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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. Transa Code (8)				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	Amount or Number of Shares				
Stock Option (Right To Buy)	\$1.593	04/17/2015		M ⁽¹⁾			12,000	(4)	05/17/2020	Common Stock	12,000	\$0.00	459	D	

Explanation of Responses:

1. The exercises and sales reported on this form were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on March 13, 2015.

2. These shares were disposed of in multiple transactions on April 17, 2015 at actual sales prices ranging from \$50.01 to \$50.89 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. These shares were disposed of in multiple transactions on April 17, 2015 at actual sales prices ranging from \$51.03 to \$51.14 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.

4. This option was granted on May 18, 2010 and is currently exercisable for all shares underlying the option.

/s/ Justin Vogel, as Attorney-in-Fact for Samir Patel 04/21/2015

** 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.