

Woodward Susan Marie
 Form 4
 November 15, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Woodward Susan Marie

2. Issuer Name and Ticker or Trading Symbol
 ProtoKinetix, Inc. [PKTX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 705 DUGAN ROAD
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2017

____ Director
 ____ Officer (give title below) 10% Owner
 ____ Other (specify below)
 Former CFO

BELPRE, OH 45714

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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) | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 250,000 | 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)

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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. 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Option <u>(5)</u> | \$ 0.05 | 11/15/2017 | | J | 4,000,000 | <u>(1)</u> | 12/31/2020 | Common Stock | 4,000,000 |
| Option <u>(5)</u> | \$ 0.08 | 11/15/2017 | | J | 4,000,000 | <u>(2)</u> | 12/31/2019 | Common Stock | 4,000,000 |
| Option <u>(5)</u> | \$ 0.04 | 11/15/2017 | | J | 4,000,000 | <u>(3)</u> | 02/25/2020 | Common Stock | 4,000,000 |
| Option | \$ 0.04 | | | | | <u>(4)</u> | 02/25/2020 | Common Stock | 2,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------|
| | Director | 10% Owner | Officer | Other |
| Woodward Susan Marie 705 DUGAN ROAD BELPRE, OH 45714 | | | | Former CFO |

Signatures

/s/ Susan M.
Woodward
11/15/2017
Date

**Signature of Reporting Person

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) Options issued pursuant to the Company's 2017 Stock Option and Stock Bonus Plan. 1,000,000 shares of common stock vest on March 31, 2017; thereafter 1,000,000 shares vest every three months.
- (2) Options issued pursuant to the Company's 2015 Stock Option and Stock Bonus Plan. 1,000,000 shares of common stock vest on March 31, 2016; thereafter 1,000,000 shares vest every three months.
- (3) 400,000 shares of common stock vest on March 31, 2015; thereafter 400,000 shares vest monthly on the last day of each month.
- (4) This option vests upon a change in control in which the Company receives a price equal to or greater than \$0.50 per issued and outstanding share of common stock as defined in Ms. Woodward's Consulting Agreement. On December 30, 2017, the Company extended Ms. Woodward's option expiration date from February 25, 2017 to February 25, 2020.
- (5) Options repurchased by the Company pursuant to a Settlement Agreement between the Company and Ms. Woodward dated November 3, 2017. Transaction is exempt from Section 16(b) of the Securities Exchange Act of 1934.
- (6) Price of derivative securities per share due to rounding.

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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