Woodward Susan Marie Form 4 November 15, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

**OMB APPROVAL** 

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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

1(b).

Common

Stock

(Print or Type Responses)

1. Name and A Woodward S	Symbol	Issuer Name and Ticker or Trading     Symbol     ProtoKinetix, Inc. [PKTX]      Date of Earliest Transaction			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)								
(====)	(First) (M	(Month/Da		ansaction	Director	109	% Owner	
705 DUGAN	11/15/20	11/15/2017			Officer (give title _X_ Other (specify below)  Former CFO			
	4. If Amer	4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
BELPRE, O	Н 45714	Filed(Mon	th/Day/Year)		Applicable Line) _X_ Form filed by Form filed by Person	One Reporting P More than One R		
(City)	(Stata) ('	7: <sub>m</sub> )			reison			
(City)	(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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	

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

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(Instr. 3 and 4)

D

250,000

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

Code V Amount (D) Price

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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)			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
	Security			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Option (5)	\$ 0.05	11/15/2017		J		4,000,000	<u>(1)</u>	12/31/2020	Common Stock	4,000,0
Option (5)	\$ 0.08	11/15/2017		J		4,000,000	(2)	12/31/2019	Common Stock	4,000,0
Option <u>(5)</u>	\$ 0.04	11/15/2017		J		4,000,000	<u>(3)</u>	02/25/2020	Common Stock	4,000,0
Option	\$ 0.04						<u>(4)</u>	02/25/2020	Common Stock	2,000,0

# **Reporting Owners**

eporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

Woodward Susan Marie 705 DUGAN ROAD BELPRE, OH 45714

Former CFO

# **Signatures**

Person

/s/ Susan M.
Woodward

\*\*Signature of Reporting

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).
- 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.
- 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.
- 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.
- 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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