

UNITED THERAPEUTICS Corp

Form 4

June 23, 2016

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 *
Thompson Tommy G

2. Issuer Name and Ticker or Trading
Symbol
UNITED THERAPEUTICS Corp
[UTHR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1040 SPRING ST.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/21/2016

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

SILVER SPRING, MD 20910

(City) (State) (Zip)

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

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 (D) Price			

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options	\$ 101.8	06/21/2016		5,000 (1)	A				06/21/2017 ⁽²⁾	06/21/2026	Common Stock	5,000
Restricted Stock Units	\$ 0 ⁽³⁾	06/21/2016		1,750 (1)	A				⁽⁴⁾⁽⁵⁾	⁽⁴⁾	Common Stock	1,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thompson Tommy G 1040 SPRING ST. SILVER SPRING, MD 20910	X			

Signatures

/s/ John S. Hess, Jr. under Power of Attorney

06/23/2016

Signature of Reporting Person

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).

- (1) Annual non-employee director grant of restricted stock units and/or stock options, which are awarded and priced each year on the date of the issuer's Annual Meeting of Shareholders.
Award becomes fully vested on the one-year anniversary of the grant date only if the reporting person attends at least 75% of the
- (2) regularly scheduled meetings of the issuer's Board and his or her committee meetings from the date of grant until the date of the issuer's next annual meeting of shareholders.
- (3) Each restricted stock unit represents the right to receive, following vesting, one share of United Therapeutics Corporation common stock.
The restricted stock units vest on the one-year anniversary of the grant date only if the reporting person attends at least 75% of the
- (4) regularly scheduled meetings of the issuer's Board and his or her committee meetings from the date of grant until the date of the issuer's next annual meeting of shareholders. Shares will be issued to the reporting person upon vesting unless the reporting person has elected to defer receipt of shares.
- (5) The reporting person has elected to defer receipt of shares upon conversion of this award until on or about July 1, 2019.

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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