

ARCA biopharma, Inc.
Form 4
June 13, 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 *
Ozeroff Christopher David

2. Issuer Name and Ticker or Trading Symbol
ARCA biopharma, Inc. [ABIO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11080 CIRCLEPOINT ROAD, SUITE 140
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
06/09/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
S.V.P., General Counsel

WESTMINSTER, CO 80020

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	19,585 ⁽¹⁾	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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 3.3	06/09/2016		A	14,800	(2) 06/08/2026	Common Stock	14,800
Stock Option (right to buy)	\$ 3.3	06/09/2016		A	30,200	(3) 06/08/2026	Common Stock	30,200

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ozeroff Christopher David 11080 CIRCLEPOINT ROAD SUITE 140 WESTMINSTER, CO 80020			S.V.P., General Counsel	

Signatures

/s/ Brian L. Selby,
Attorney-in-Fact

06/13/2016

**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) Includes (i) remaining 3,571 previously reported shares issued as RSUs under the Plan that vest on 9/17/16, (ii) remaining 2,443 previously reported shares issued as RSUs under the Plan that vest in two equal annual installments beginning on 2/27/17, and (iii) 2,290 previously reported shares issued as RSUs under the Plan that vest in two equal annual installments beginning 4/2/17, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined under the Plan; and 11,281 previously reported shares of common stock held directly.

(2) Grant to the Reporting Person of a stock option under the Plan, vesting in 36 equal monthly installments from the date of grant, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan prior to such time. In the event of a change in control of the Issuer, 50% of the unvested options shall become fully and immediately vested upon the closing date of such change in control, provided, however, that on the earlier of (i) the one-year anniversary of the closing date or (ii) involuntary termination, any options that remain unvested on such earlier date shall become fully and immediately vested.

(3) Grant to the Reporting Person of a stock option under the Plan, vesting upon achievement of certain pre-specified corporate milestones related to enrollment for the GENETIC-AF clinical trial, and the timing and outcome of the interim data analysis by that trial's Data and

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Safety Monitoring Board, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined in or as determined under the Plan prior to such time. If the corporate milestones are not achieved, the Option will be cancelled. In the event of a change in control of the Issuer, 50% of the unvested options shall become fully and immediately vested upon the closing date of such change in control, provided, however, that on the earlier of (i) the one-year anniversary of the closing date or (ii) involuntary termination, any options that remain unvested on such earlier date shall become fully and immediately vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.