

ProtoKinetix, Inc.  
Form 4  
September 23, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
SMITH CLARENCE EDWARD

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)

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

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

1845 COUNTRY ROAD #214

09/19/2016

President & CEO

(Street)

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

ST. AUGUSTINE, FL 32084

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 09/19/2016                           |  | P                              | 37,263 A  | \$ 0.056 2,510,226  | I  | See footnote (1)                                      |
| Common Stock                    | 09/19/2016                           |  | P                              | 50,000 A  | \$ 0.057 2,560,226  | I  | See footnote (1)                                      |
| Common Stock                    | 09/20/2016                           |  | P                              | 5,000 A   | \$ 0.06 2,565,226   | I  | See footnote (1)                                      |
| Common Stock                    | 09/20/2016                           |  | P                              | 112,500 A   | \$ 0.058 2,667,726  | I  | See footnote  |

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|              |            |  |   |        |   |          |            |   |                         |
|--------------|------------|--|---|--------|---|----------|------------|---|-------------------------|
| Common Stock | 09/21/2016 |  | P | 4,100  | A | \$ 0.058 | 2,681,826  | I | (1)<br>See footnote (1) |
| Common Stock | 09/21/2016 |  | P | 10,300 | A | \$ 0.06  | 2,692,126  | I | (1)<br>See footnote (1) |
| Common Stock | 09/21/2016 |  | P | 25,000 | A | \$ 0.062 | 2,717,126  | I | (1)<br>See footnote (1) |
| Common Stock | 09/22/2016 |  | P | 10,000 | A | \$ 0.061 | 2,727,126  | I | (1)<br>See footnote (1) |
| Common Stock | 09/22/2016 |  | P | 20,000 | A | \$ 0.062 | 2,747,126  | I | (1)<br>See footnote (1) |
| Common Stock | 09/23/2016 |  | P | 24,400 | A | \$ 0.062 | 2,771,526  | I | (1)<br>See footnote (1) |
| Common Stock | 09/23/2016 |  | P | 22,700 | A | \$ 0.063 | 2,794,226  | I | (1)<br>See footnote (1) |
| Common Stock |            |  |   |        |   |          | 43,820,500 | D |                         |
| Common Stock |            |  |   |        |   |          | 1,850,000  | I | (2)<br>See footnote (2) |

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

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(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 (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. F. Derivative Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|

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|        |         |  | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|--------|---------|--|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Option | \$ 0.08 |  |      |   |     |     | (3)              | 12/31/2019      | Common Stock | 5,000,000                  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                 |       |
|--|---------------|-----------|-----------------|-------|
|  | Director      | 10% Owner | Officer         | Other |
| SMITH CLARENCE EDWARD<br>1845 COUNTRY ROAD #214<br>ST. AUGUSTINE, FL 32084 | X             | X         | President & CEO |       |

## Signatures

/s/ Clarence E. Smith                      09/23/2016

\_\_\_\_\_  
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) Shares held by the Clarence E. Smith Trust.
- (2) Shares held in the reporting person's retirement account.
- (3) Options granted pursuant to 2015 Stock Option and Stock Bonus Plan. On March 31, 2016, 1,250,000 shares vest; thereafter 1,250,000 vest each quarter.

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