SMITH CLARENCE EDWARD

Form 4

February 22, 2019

FORM 4

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

OMB Number:

3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

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Section 16. Form 4 or Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Add SMITH CLAI	*	_	2. Issuer Name and Ticker or Trading Symbol ProtoKinetix, Inc. [PKTX]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Midd		(Middle)	3. Date of Earliest Transaction	(check all applicable)			
1845 COUNTRY ROAD #214			(Month/Day/Year) 02/04/2019	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) President & CEO			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
ST. AUGUST	TNE, FL 32	084	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State) (Zip) Tabl	e I - Non-L	Derivative Se	ecuriti	ies Acqu	ired, Disposed of	, or Beneficiall	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securitie or(A) or Disp (Instr. 3, 4	oosed coand 5) (A) or	of (D)	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	02/04/2019		Code V P	Amount 500,000	(D)	Price \$ 0.06	59,353,833	D	
Common Stock							5,021,025	I	See footnote (1)
Common Stock							1,850,000	I	See footnote (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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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. Transact Code (Instr. 8)	5. ionNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. H Der Sec (In:	
				Code V	(A) (D)	Date Exercis	sable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 0.09					<u>(3</u>	3)	11/08/2023	Common Stock	5,000,000	
Stock Option	\$ 0.06					<u>(4</u>	4)	08/31/2021	Common Stock	5,000,000	
Stock Option	\$ 0.05					(5	5)	12/31/2020	Common Stock	5,000,000	
Stock Option	\$ 0.08					(6	6)	12/31/2019	Common Stock	5,000,000	

Reporting Owners

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

Signatures

/s/ Clarence E. 02/22/2019 Smith **Signature of Date 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) Shares held by the Clarence E. Smith Trust.
- (2) Shares held by Mr. Smith's retirement account.

Reporting Owners 2

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- Options granted pursuant to Amended 2017 Stock Option and Stock Bonus Plan. On March 31, 2019, 1,250,000 shares vest; thereafter 1,250,000 shares vest each quarter.
- Options granted pursuant to 2017 Stock Option and Stock Bonus Plan. On December 31, 2017, 1,250,000 shares vested; thereafter 1,250,000 shares vested each quarter.
- (5) Options granted pursuant to 2017 Stock Option and Stock Bonus Plan. On March 31, 2017, 1,250,000 shares vested; thereafter 1,250,000 shares vested each quarter.
- Options granted pursuant to 2015 Stock Option and Stock Bonus Plan. On March 31, 2016, 1,250,000 shares vested; thereafter 1,250,000 shares vested each quarter.

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.