

KURZWEIL RAY
Form 4
June 28, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KURZWEIL RAY

(Last) (First) (Middle)

**C/O UNITED THERAPEUTICS
CORPORATION, 1040 SPRING
STREET**

(Street)

SILVER SPRING, MD 20910

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
				(A) or (D)			
Common Stock	06/28/2018		M	1,620 (1)	A \$ 0 3,370	D	

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

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information contained in this form are not
required to respond unless the form
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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	06/26/2018		A		1,870 ⁽³⁾		⁽⁴⁾	⁽⁵⁾	Common Stock	1,870
Stock Options	\$ 112.14	06/26/2018		A		4,620 ⁽⁶⁾		06/26/2019 ⁽⁷⁾	06/26/2028	Common Stock	4,620
Restricted Stock Units	\$ 0 ⁽²⁾	06/28/2018		M		1,620		⁽⁸⁾	⁽⁸⁾	Common Stock	1,620

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KURZWEIL RAY C/O UNITED THERAPEUTICS CORPORATION 1040 SPRING STREET SILVER SPRING, MD 20910	X

Signatures

/s/ John S. Hess, Jr. under Power of Attorney
 06/28/2018
 **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 received upon vesting of restricted stock units on June 28, 2018. Restricted stock units converted on a one-for-one basis into shares of common stock.
- (2) Each restricted stock unit represents the right to receive, following vesting, one share of United Therapeutics Corporation common stock.
- (3) Annual non-employee director grant of restricted stock units, which are awarded and priced each year on the date of the issuer's Annual Meeting of Shareholders.
- (4) 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 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)

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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 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.

- (6) Annual non-employee director grant of 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

- (7) 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.

- (8) Restricted stock units were granted on June 28, 2017, and vested on June 28, 2018. The entire number of restricted stock units converted into shares of common stock upon vesting.

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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