

TETRAPHASE PHARMACEUTICALS INC
 Form 4
 February 11, 2014

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 *
 Lubner David Charles

2. Issuer Name and Ticker or Trading Symbol
 TETRAPHASE PHARMACEUTICALS INC [TTPH]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 480 ARSENAL ST. SUITE 110
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/07/2014

____ Director
 Officer (give title below) _____ Other (specify below)
 SVP and CFO

WATERTOWN, MA 02472

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/07/2014		M		34,482 (1)	A	\$ 0.87 57,028 D
Common Stock	02/07/2014		M		33,295 (1)	A	\$ 2.03 90,323 D
Common Stock	02/07/2014		M		20,614 (1)	A	\$ 2.03 110,937 D
Common Stock	02/07/2014		S		9,928	D	\$ 14.22 101,009 (2) D

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 0.87	02/07/2014		M	34,482 (1)	(3) 09/10/2019	Common Stock 34,482
Employee Stock Option (right to buy)	\$ 2.03	02/07/2014		M	33,295 (1)	(4) 06/27/2020	Common Stock 33,295
Employee Stock Option (right to buy)	\$ 2.03	02/07/2014		M	20,614 (1)	(5) 06/05/2022	Common Stock 20,614

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lubner David Charles 480 ARSENAL ST. SUITE 110 WATERTOWN, MA 02472			SVP and CFO	

Signatures

/s/ David C. Lubner 02/11/2014

__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) The exercise and sale reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 17, 2013.

The price reported represents the weighted average sales price of shares sold in multiple transactions at prices ranging from \$14.10 to
(2) \$14.45 per share. The reporting person hereby undertakes, upon request of the staff of the U.S. Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (3) Fully vested.
- (4) The option is vested as to 33,295 shares, with further vesting as to an additional 2,561 shares on 3/18/2014 and at the end of each successive three-month period until 9/18/2014.
- (5) The option is vested as to 20,614 shares, with further vesting as to an additional 3,436 shares on 3/6/2014 and at the end of each successive three-month period until 6/6/2016.

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.