

ARCA biopharma, Inc.
Form 4
March 02, 2015

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 *
BRISTOW MICHAEL R

(Last) (First) (Middle)

**ARCA BIOPHARMA, INC., 11080
CIRCLEPOINT ROAD, SUITE 140**

(Street)

WESTMINSTER, CO 80020

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/02/2015

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)
See Remarks

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/02/2015		S		5,446 (1) \$ 0.7131 (3)	D	
Common Stock					139,082	I	By Investocor Trust as sole Trustee
Common Stock					178,215	I	By NFS Custodian for Michael Bristow's

IRA

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

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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. 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRISTOW MICHAEL R ARCA BIOPHARMA, INC. 11080 CIRCLEPOINT ROAD, SUITE 140 WESTMINSTER, CO 80020	X		See Remarks	

Signatures

/s/ Brian L. Selby,
Attorney-in-Fact 03/02/2015

**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).

- Represents shares of common stock sold pursuant to a Rule 10b5-1 Plan adopted by the Reporting Person for satisfaction of their tax withholding obligation with respect to the vesting of previously reported Restricted Stock Units ("RSUs") granted to the Reporting Person under the Issuer's 2013 Equity Incentive Plan (the "Plan").
- (1) Includes (i) remaining 83,334 previously reported shares issued as RSUs under the Plan that vest in two equal annual installments on 9/17/15 and 9/17/16, (ii) 42,525 previously reported shares issued as RSUs under the Plan that vest in three equal annual installments

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beginning on 2/27/16, and (iii) 48,100 previously reported shares issued as RSUs under the Plan that vest in three equal annual installments beginning April 2, 2016, provided that the Reporting Person's continuous service to the Issuer has not been terminated as defined under the Plan; and 161,320 previously reported shares of common stock held directly.

- (3) The price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$0.71 to \$0.73. Upon request of the SEC staff, ARCA biopharma, Inc. (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

Remarks:

President and Chief Executive Officer

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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