

ProtoKinetix, Inc.
Form 4/A
June 27, 2016

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 *
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)
1845 COUNTRY ROAD #214

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2016

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

President & CEO

(Street)

ST. AUGUSTINE, FL 32084

4. If Amendment, Date Original Filed(Month/Day/Year)
05/26/2016

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 Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/20/2016		P	94,000 A \$ 0.065	42,116,157	D	
Common Stock	05/20/2016		P	6,000 A \$ 0.062	42,122,157	D	
Common Stock	05/24/2016		P	50,000 A \$ 0.063	42,172,157	D	
Common Stock	05/25/2016		P	50,000 A \$ 0.064	42,222,157	D	
Common Stock	05/27/2016		P	20,000 A \$ 0.063	42,242,157	D	

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Common Stock	05/27/2016	P	10,000	A	\$ 0.075	42,252,157	D
Common Stock	05/27/2016	P	10,000	A	\$ 0.069	42,262,157	D

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. F. Derivative Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 0.08					(1)	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. Smith 06/27/2016

**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)

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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.

Remarks:

This amendment is being filed to include the purchases of stock on the open market on May 20, 2016 and May 27, 2016 that w

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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