

GENOCEA BIOSCIENCES, INC.

Form 4

August 29, 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 *
Giannasca Paul

(Last) (First) (Middle)

C/O GENOCEA BIOSCIENCES, INC., 100 ACORN PARK DRIVE, 5TH FLOOR

(Street)

CAMBRIDGE, MA 02140

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GENOCEA BIOSCIENCES, INC.
[GNCA]

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2014

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)
VP of Development

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)
			Code	V	Amount or Price		
Common Stock	08/27/2014		M		1,303 A \$ 2.86	1,303	D
Common Stock	08/27/2014		S		1,303 D \$ 12.77 (2)	0	D
Common Stock	08/28/2014		M		4,602 A \$ 2.86	4,602	D
Common Stock	08/28/2014		S		4,602 D \$ 12.36	0	D

Common Stock	08/29/2014		M	855	A	\$ 2.86	855	D
Common Stock	08/29/2014		S	855	D	\$ 12.86	0	D

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.86	08/27/2014		M	1,303	<u>(1)</u> 02/17/2020	Common Stock	1,303
Stock Option (Right to Buy)	\$ 2.86	08/28/2014		M	4,602	<u>(1)</u> 02/17/2020	Common Stock	4,602
Stock Option (Right to Buy)	\$ 2.86	08/29/2014		M	855	<u>(1)</u> 02/17/2020	Common Stock	855

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
VP of Development

Giannasca Paul
C/O GENOCEA BIOSCIENCES, INC.
100 ACORN PARK DRIVE, 5TH FLOOR
CAMBRIDGE, MA 02140

Signatures

/s/Robert E. Farrell, Jr.,
Attorney-in-fact

08/29/2014

__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 option vested 25% on January 25, 2011 and the remainder vested in equal monthly installments for the next three years thereafter.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.70 to \$12.88. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(2)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.25 to \$12.48. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(3)

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$12.85 to \$12.90. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

(4)

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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