

CONCERT PHARMACEUTICALS, INC.

Form 4

February 19, 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 *
Tung Roger D

(Last) (First) (Middle)

**C/O CONCERT
 PHARMACEUTICALS, INC., 99
 HAYDEN AVENUE, SUITE 500**

(Street)

LEXINGTON, MA 02421

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
 Symbol

**CONCERT PHARMACEUTICALS,
 INC. [CNCE]**

3. Date of Earliest Transaction
 (Month/Day/Year)
02/17/2015

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)

Chief Executive Officer

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)
Common Stock	02/17/2015		M	28,495	A \$ 1.13	490,017	D
Common Stock					13,274	I ⁽¹⁾	By Tung Family Investment Trust ⁽¹⁾
Common Stock					134,761	I ⁽²⁾	By Roger D. Tung 2011 GRAT ⁽²⁾

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Common Stock	12,389	I ⁽³⁾	By RD Tung Irrevocable Trust ⁽³⁾
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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)	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 1.13	02/17/2015		M	28,495	⁽⁴⁾ 12/11/2017	Common Stock	28,495

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Tung Roger D C/O CONCERT PHARMACEUTICALS, INC. 99 HAYDEN AVENUE, SUITE 500 LEXINGTON, MA 02421	X Chief Executive Officer

Signatures

/s/ Robert Silverman as attorney-in-fact for Roger D. Tung	02/19/2015
<u> </u> **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).

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- (1) Shares held by the Tung Family Investment Trust. Dr. Tung is a co-trustee of the Tung Family Investment Trust. Dr. Tung disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (2) Shares held by Roger D. Tung 2011 GRAT. Dr. Tung is the sole trustee of the Roger D. Tung 2011 GRAT. Dr. Tung disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (3) Shares held by the RD Tung Irrevocable Trust. Dr. Tung's spouse is a co-trustee of the RD Tung Irrevocable Trust. Dr. Tung disclaims beneficial ownership of such shares except to the extent of any pecuniary interest therein.
- (4) Immediately.

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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