

Raptor Pharmaceutical Corp
 Form 4
 September 11, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 FRANKLIN RICHARD L

(Last) (First) (Middle)

C/O RAPTOR
 PHARMACEUTICAL CORP., 5
 HAMILTON LANDING, SUITE
 160

(Street)

NOVATO, CA 94949

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Raptor Pharmaceutical Corp [RPTP]

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/09/2013

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)

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 | 09/09/2013 ⁽¹⁾ | | M | 10,715 A | \$ 2.02 10,715 | D | |
| Common Stock | 09/09/2013 ⁽¹⁾ | | S | 10,715 D | \$ 14.2402 0 | D | |

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

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number.

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 |
| Stock options (right to buy) | \$ 2.02 | 09/09/2013 ⁽¹⁾ | | M | 10,715 | 09/09/2010 ⁽²⁾ 03/09/2020 | Common Stock 10,715 |
| Stock options (right to buy) | \$ 2.23 | | | | | 07/10/2012 ⁽⁴⁾ 07/10/2018 | Common Stock 34,969 |
| Stock options (right to buy) | \$ 2.97 | | | | | 02/28/2011 ⁽⁵⁾ 10/12/2020 | Common Stock 30,000 |
| Stock options (right to buy) | \$ 3.54 | | | | | 11/22/2010 ⁽⁶⁾ 11/22/2020 | Common Stock 90,000 |
| Stock Options (right to buy) | \$ 5.13 | | | | | 12/22/2011 ⁽⁴⁾ 09/22/2021 | Common Stock 30,000 |
| Stock Options (right to buy) | \$ 5.13 | | | | | 03/22/2012 ⁽⁵⁾ 09/22/2021 | Common Stock 90,000 |
| Stock options (right to buy) | \$ 5.49 | | | | | 12/25/2012 ⁽⁷⁾ 09/25/2022 | Common Stock 50,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FRANKLIN RICHARD L C/O RAPTOR PHARMACEUTICAL CORP. 5 HAMILTON LANDING, SUITE 160 NOVATO, CA 94949 | X | | | |

Signatures

| | |
|---|------------|
| /s/ Kim R. Tsuchimoto, Raptor Pharmaceutical Corp., Attorney-in-fact | 09/11/2013 |
| **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) Transaction made pursuant to a 10b5-1 trading plan adopted by the Reporting Person on August 12, 2013.
- (2) Original options vest 6/48ths on September 9, 2010 and 1/48th per month thereafter.
This transaction was executed in multiple trades at prices ranging from \$14.07 to \$14.48. The price reported above reflects the weighted
- (3) average sale price. The reporting person hereby undertakes to provide, upon request, to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.
- (4) Fully vested and exercisable.
- (5) Stock options start vesting 6/48ths from grant date and 1/48th per month thereafter.
- (6) Stock option vests 25% immediately and 75% pro rata over 36 months.
- (7) Stock options vest 25% quarterly.
The shares listed as owned in column 9 represent the total shares for each respective option. Previous reports reflected aggregate amounts of option shares in column 9. The holding lines included on this Form 4 are included solely to correct the breakdown of shares among
- (8) various stock options and are not meant to reflect any change in beneficial ownership of option shares other than those reported as a transaction on this Form 4.

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.