

Intra-Cellular Therapies, Inc.
 Form 4
 December 15, 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 *
 Mates Sharon

(Last) (First) (Middle)

C/O INTRA-CELLULAR THERAPIES, INC., 430 EAST 29TH STREET

(Street)

NEW YORK, NY 10016

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Intra-Cellular Therapies, Inc. [ITCI]

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

12/11/2015

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)
 Chairman, President & CEO

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 | Price | |
| Common Stock | 12/11/2015 | | M ⁽¹⁾ | | 25,000 | A \$ 0.6 | 1,093,935 D |
| Common Stock | 12/11/2015 | | M ⁽¹⁾ | | 25,000 | A \$ 1.36 | 1,118,935 D |
| Common Stock | 12/11/2015 | | M ⁽¹⁾ | | 18,750 | A \$ 1.5 | 1,137,685 D |
| Common Stock | 12/11/2015 | | S ⁽¹⁾ | | 30,046 | D \$ 53.56 | 1,107,639 D |
| | 12/11/2015 | | S ⁽¹⁾ | | 19,654 | D | 1,087,985 D |

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| | | | | | | | | |
|--------------|------------|--|------------------|-------|------------|------------|-----------|---|
| Common Stock | | | | | \$ | | | |
| | | | | | 54.24 | | | |
| | | | | | <u>(3)</u> | | | |
| Common Stock | 12/11/2015 | | S ⁽¹⁾ | 1,800 | D | \$ | 1,086,185 | D |
| | | | | | | 55.08 | | |
| | | | | | | <u>(4)</u> | | |

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) | \$ 0.6 | 12/11/2015 | | M ⁽¹⁾ | 25,000 | <u>(5)</u> 12/14/2015 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 1.36 | 12/11/2015 | | M ⁽¹⁾ | 25,000 | <u>(5)</u> 12/05/2016 | Common Stock | 25,000 |
| Stock Option (right to buy) | \$ 1.5 | 12/11/2015 | | M ⁽¹⁾ | 18,750 | <u>(5)</u> 12/12/2017 | Common Stock | 18,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Mates Sharon C/O INTRA-CELLULAR THERAPIES, INC. 430 EAST 29TH STREET | X | | Chairman, President & CEO | |

NEW YORK, NY 10016

Signatures

/s/ Lawrence J. Hinline,
Attorney-in-fact

12/15/2015

__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).
- The option exercises and sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 10, 2015. A majority of the proceeds from these sales will be used to cover the reporting person's tax liability arising from option exercises.
- (1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$52.95 to \$53.94, inclusive.
 - (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$53.97 to \$54.96, inclusive.
 - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$54.97 to \$55.24, inclusive.
 - (4) All shares underlying this option have vested.

Remarks:

The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, any information requested by them in connection with their investigation of the issuer's compliance with the requirements of the Securities Act of 1933 and the Securities Exchange Act of 1934.

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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