

Kelbon Marcia S.
Form 4
August 31, 2018

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 *
Kelbon Marcia S.

(Last) (First) (Middle)
201 ELLIOTT AVENUE WEST
(Street)

SEATTLE, WA 98119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
OMEROS CORP [OMER]

3. Date of Earliest Transaction
(Month/Day/Year)
08/30/2018

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 Patent and General Counsel

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 (A) or (D) Price | | | |
| Common Stock | 08/30/2018 | | M | 35,000 A \$ 4.1 | 227,645 | D | |
| Common Stock | 08/30/2018 | | S ⁽¹⁾ | 35,000 D \$ 24.45 | 192,645 | D | |
| Common Stock | 08/31/2018 | | M | 7,529 A \$ 4.1 | 200,174 | D | |
| Common Stock | 08/31/2018 | | S ⁽¹⁾ | 2,192 D \$ 25.3054 | 197,982 | D | |
| Common Stock | 08/31/2018 | | S ⁽¹⁾ | 5,337 D \$ 25.9277 | 192,645 | D | |

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(3)

Common Stock 08/31/2018 M 8,000 A \$ 6.05 200,645 D

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

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SEC 1474
(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) | \$ 4.1 | 08/30/2018 | | M | 35,000 | <u>(4)</u> 01/07/2022 | Common Stock | 35,000 |
| Stock Option (Right to Buy) | \$ 4.1 | 08/31/2018 | | M | 7,529 | <u>(4)</u> 01/07/2022 | Common Stock | 7,529 |
| Stock Option (Right to Buy) | \$ 6.05 | 08/31/2018 | | M | 8,000 | <u>(5)</u> 03/28/2020 | Common Stock | 8,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kelbon Marcia S. 201 ELLIOTT AVENUE WEST SEATTLE, WA 98119 | | | VP Patent and General Counsel | |

Signatures

/s/ Marcia S.
Kelbon

08/31/2018

__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) Open market sale pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person. The trading schedule, including sale periods, price and the number of shares to be sold, was established in accordance with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended. The sale was planned in advance for purposes including funding ongoing home construction and the exercise and holding of certain Omeros options.

(2) This transaction was executed in multiple trades at prices ranging from \$24.76 to \$25.72; the price reported above reflects the weighted average sales price. The reporting person undertakes to provide full information regarding the number of shares and prices at which the transactions referenced in this footnote were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

(3) This transaction was executed in multiple trades at prices ranging from \$25.76 to \$26.18; the price reported above reflects the weighted average sales price. The reporting person undertakes to provide full information regarding the number of shares and prices at which the transactions referenced in this footnote were effected upon request to the SEC staff, the issuer, or a security holder of the issuer.

(4) The option vested and became exercisable over 48 equal monthly installments, with a vesting commencement date of April 1, 2011.

(5) On August 31, 2018, the reporting person paid the exercise price and exercised options to purchase 8,000 shares of the company's common stock. The shares have not been sold and are held for the account of the reporting person. The options previously vested and became exercisable in 48 equal monthly installments, with a vesting commencement date of April 1, 2010.

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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