

GENOCEA BIOSCIENCES, INC.

Form 4

August 29, 2014

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

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title ____ Other (specify
below) below)
VP of Development

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
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 0 (2)	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	

(3)

Common Stock	08/29/2014	M	855	A	\$ 2.86	855	D
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Common Stock	08/29/2014	S	855	D	\$ 12.86	0	D
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(4)

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. Title and Amount of Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	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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