

OPHTHOTECH CORP.

Reported by
ROSS MICHAEL JAY

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/22/17 for the Period Ending 05/18/17

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CIK	0001410939
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FORM 4

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

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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 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * ROSS MICHAEL JAY (Last) (First) (Middle) ONE BOSTON PLACE, 201 WASHINGTON STREET, SUITE 3900 (Street) BOSTON, MA 02108 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Ophthotech Corp. [OPHT]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input type="checkbox"/> Officer (give title below) _____ Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/18/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	5/18/2017		M		1750	A	(1)	3500	D	(1)

Table II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	5/18/2017		M		1750		(2)	(2)	Common Stock	1750	\$0.00	0	D	
Stock Option (right to buy)	\$2.46	5/19/2017		A		16000		6/19/2017 (3)	5/18/2027	Common Stock	16000	\$0.00	16000	D	

Explanation of Responses:

- (1) Restricted stock units converted into common stock on a one-for-one basis upon vesting of the units.
- (2) As previously reported, on June 2, 2016 the Issuer awarded the Reporting Person a Restricted Stock Unit award which represented the contingent right to receive 1,750 shares of Issuer common stock. Pursuant to the terms of a Restricted Stock Unit Agreement by and between the Reporting Person and the Issuer, this Restricted Stock Unit award vested on May 18, 2017 with respect to 100% of the shares subject to the award, and the shares were issued to the Reporting Person.
- (3) Subject to Reporting Person providing continued services to the Issuer and other terms and conditions under a stock option agreement by and between the Reporting Person and the Issuer, The option will vest and become exercisable in 12 consecutive, equal monthly installments commencing on June 19, 2017 until fully vested and exercisable on the first anniversary of the date of grant. Any unvested shares subject to the option will be accelerated in full one business day prior to the Issuer's 2018 annual meeting of stockholders.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROSS MICHAEL JAY ONE BOSTON PLACE 201 WASHINGTON STREET, SUITE 3900 BOSTON, MA 02108	X			

Signatures

/s/ Thomas B. Rosedale (Pursuant to Power of Attorney)

5/22/2017

**Signature of Reporting Person

Date

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

* 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).

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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